Date: 25th September, 2026

To,
The Manager,
Department of Corporate Services,
BSE Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Reference: Systematic Industries Limited ("the Company")
Scrip Code: 544541 ISIN: INE1KLZ01011

Sub: Corrigendum to the 01/2026-27 Notice of Extraordinary General Meeting dated 08th September, 2026

Dear Sir/Madam,

With reference to the captioned subject and further to our intimation dated 08th September, 2026, we are enclosing herewith Corrigendum to the 01/2026-27 Notice of Extraordinary General Meeting ("EGM Notice") of the Members of the Company, scheduled to be held on Thursday, October 01, 2026 at 12:00 P.M (IST) at Runwal Heights, 1st Floor, L.B.S. Marg, Mulund West, Mumbai – 400080). The Company completed the dispatch of Corrigendum to the EGM Notice to the Shareholders today i.e. 25th September, 2026.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice dated 08th September, 2026 which has already been circulated to the Shareholders of the Company on 25th September, 2026, and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum.

The Corrigendum is enclosed herewith as Annexure A, and a corrected version of 01/2026-27 Notice of Extraordinary General Meeting ("EGM Notice") of the Members of the Company, incorporating the alterations and clarifications as per the Corrigendum (for ease of reference to the Members of the Company), is enclosed herewith as Annexure B.

Accordingly, all concerned shareholders, Stock Exchange, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes.

All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged. Corrigendum to the EGM Notice shall also be available on the websites of the company i.e. https://systematicindustries.com/f-y-2026-2027/ , Stock Exchange i.e. BSE Limited at www.bseindia.com.

Kindly take the same on your record and oblige us.

For Systematic Industries Limited
(Formerly known as Systematic Industries Private Limited)

Siddharth Rajendra Agarwal
Digitally signed by Siddharth Rajendra Agarwal
Date: 2026.09.25 17:03:28 +05'30'

Siddharth Rajendra Agarwal
Managing Director
DIN: 00515410

Encl: As Above

Registered office: 418, Nirmal Corporate Centre, L.B.S. Marg, Mulund (W), Mumbai - 400 080, Maharashtra. | 022-41383900 | finance@systematicltd.com | systematicindustries.com

Annexure - A

CORRIGENDUM TO THE NOTICE OF 01/2026-27 EXTRA ORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, OCTOBER 01, 2026.

We draw the attention of all the Shareholders that an Extraordinary General Meeting ("EGM") of the Members of Systematic Industries Limited **("the Company")** is scheduled to be held on **Thursday, October 01, 2026, at 12.00 P.M.** (IST) at Runwal Heights, 1st Floor, L.B.S. Marg, Mulund West, Mumbai – 400080 for seeking approval of members of the Company on the resolution mentioned in the notice of EGM by way of special resolution.

The Notice of the EGM dated September 08, 2026 **("EGM Notice")** was dispatched to all the shareholders of the Company on September 08, 2026 in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

This Corrigendum shall form an integral part of and should be read in conjunction with the EGM Notice.

The Company deems it appropriate to bring the latest factual position, as mentioned below to the notice of the Shareholders of the Company through this Corrigendum to the EGM Notice.

The Company is issuing this corrigendum to the EGM Notice ("Corrigendum") in respect of the following matters forming part of the Explanatory Statement:

Amendments/ Changes in Explanatory Statement of Resolution No. 01 i.e. To create, offer, issue, and allot up to 14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of INR 218.00/- (Rupees Two Hundred and Eighteen Only) each] aggregating up to INR 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only) to the Allottees belonging to the Promoters Group and Non-Promoters, for cash and for consideration other than cash (share swap) on private placement and preferential basis pursuant to provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws:

1. **Point (e) of Explanatory Statement i.e., Basis on which the price has been arrived at and justification for the price (including premium), if any, -**

Under this point, the Last Para i.e., Para 9 thereof on page 33 shall be replaced as under:

Since, in the proposed Preferential issue of Shares, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company, to any of the Allottees and the Allottees acting in concert, the provisions of Regulation 166A (1) of the ICDR Regulations shall NOT be applicable to current preferential issue of the Company. However, as per Regulation 163(3) of the ICDR Regulations, where specified securities are issued for consideration other than cash compromising share swap, valuation report from Independent Registered Valuer is required to be submitted to the Stock Exchange. The Company proposes to discharge the non-cash consideration payable towards acquisition of 9,996 Equity Shares of WBPIL by issuance of its 9,42,600 No. of New Equity Shares (share swap) and hence has obtained a valuation report dated 08th September, 2026 from CA Sejal Agrawal, Director of M/s. Procurve Valux Private Limited, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/02/2025/218) to determine the fair value of the equity shares of the Company being ₹ 227.39/- per share and the swap ratio as required under ICDR Regulations and accordingly the pricing of the Equity Shares of the Company to be allotted shall be the higher of the following parameters:

(a) *Price determined as per provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares):*

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the ICDR Regulations for the Preferential Issue of Shares is INR 227.39/- (Rupees Two Hundred Twenty Seven and Thirty Nine Paisa Only) being the higher of the following:

(i) INR 208.96/- (Rupees Two Hundred Eight and Ninety Six Paisa Only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;

(ii) INR 227.39/- (Rupees Two Hundred Twenty Seven and Thirty Nine Paisa Only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

(b) *The price determined in accordance with the provisions of the Articles of Association of the Company. Since the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is* ***not applicable*** *to the Company.*

OR

(c) *Price determined as per, valuation report from Independent Registered Valuer pursuant to Regulation 163(3) of the ICDR Regulations i.e., INR 227.39/- per share. The direct link for accessing valuation report for determining fair value of Equity shares of the Company is: https://systematicindustries.com/wp-content/uploads/2026/09/Valuation-Report.pdf*

Accordingly, the issue price of the Equity Shares to be allotted on preferential basis is fixed at INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each which includes a premium of INR premium of ₹ 218.00/- (Rupees Two Hundred and Eighteen Only) each, being the price higher than the price calculated as per above points (a) or (b) or (c) which is not less than the price determined in accordance with applicable provisions of ICDR Regulations.

2. **Point (j) Basis on which price has been arrived at along with report of the registered valuer:**

Under this point, the Last Para i.e., Para 3 thereof on page 39 shall be replaced as under:

The Company has taken Valuation Report dated 08th September, 2026 from CA Sejal Agrawal, Director of M/s. Procurve Valux Private Limited, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/02/2025/218) to determine the fair value of the equity shares and the swap ratio and the copy of the same has been hosted on the website of the Company which can be accessed by click here and will also be made available for inspection before the shareholders of the Company at the 01/2026-27 Extra Ordinary General Meeting to be held on Thursday, October 01, 2026 and also open for inspection by the members at the registered office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting. The direct access link to the Valuation Report obtained from the Registered Valuer dated 08th September, 2026 is as *https://systematicindustries.com/wp-content/uploads/2026/09/Valuation-Report.pdf* . Further, the Company undertakes to re-compute the price of the Shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the recomputation, if required, 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.

This Corrigendum to the EGM Notice shall form an integral part of the EGM Notice, which has already been circulated to the Shareholders of the Company and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum will be made available on website of the stock exchange i.e. BSE Limited and on the website of the Company. All other contents of the EGM Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

Registered office: 418, Nirmal Corporate Centre, L.B.S. Marg, Mulund (W), Mumbai - 400 080, Maharashtra. | 022-41383900 | finance@systematicltd.com | systematicindustries.com

The copy of the corrigendum is being uploaded on the website of the Company at https://systematicindustries.com/f-y-2026-2027/ and on the website of Stock Exchange www.bseindia.com.

Yours Sincerely,
For Systematic Industries Limited
(Formerly known as Systematic Industries Private Limited)

Siddharth Rajendra Agarwal
Digitally signed by Siddharth Rajendra Agarwal
Date: 2026.09.25 15:40:23 +05'30'

Siddharth Rajendra Agarwal
Managing Director
DIN: 00515410

Date: 25th September, 2026
Place: Mumbai

Annexure - B

NOTICE OF 01/2026-27 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra Ordinary General Meeting ("EGM/ the Meeting") of the Members of SYSTEMATIC INDUSTRIES LTD. ("the Company") will be held on Thursday, October 01, 2026 at 12:00 P.M (IST) at Runwal Heights, 1st Floor, L.B.S. Marg, Mulund West, Mumbai – 400080 to transact the following business:

Special Businesses:

Item No. 1:

To create, offer, issue, and allot up to 14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of INR 218.00/- (Rupees Two Hundred and Eighteen Only) each] aggregating up to INR 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only) to the Allottees belonging to the Promoters Group and Non-Promoters, for cash and for consideration other than cash (share swap) on private placement and preferential basis pursuant to provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws:

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**

"**RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 42, 62 (1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) ("the Act"), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of the Listing Agreement with BSE Limited i.e., the Stock Exchange where the existing Equity Shares of the Company are listed on its SME Platform ("BSE/ Stock Exchange"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("ICDR Regulations"); the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) together with any other rules / regulations / guidelines, if any, as may be prescribed by the Securities and Exchange Board of

India ("SEBI"), Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Foreign Exchange Management Act, 1999 ("FEMA"), and/or any other appropriate or regulatory authority along with the rules and regulations framed thereunder, and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a private placement and preferential basis, at an appropriate time, in one or more tranches **14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share** of the Company of face value of INR 10/- (Rupees Ten Only) each at an **issue price of INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of INR 218.00/- (Rupees Two Hundred and Eighteen Only) each]** or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, Articles of Association of the Company together with the applicable provisions of Chapter V of ICDR Regulations, **aggregating up to ₹ 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only)** to the Proposed Allottees as mentioned herein below on a cash subscription basis and for consideration other than cash [i.e., share swap to be made towards the acquisition of 9,996 Equity shares representing 99.96% equity shareholding (**"Sale Shares"**) of M/s. Wire Brigade Industries Private Limited ("**WBIPL**")] on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws (**"the Issue").**

Sr. No.	Name of the Proposed Equity Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1	Veritas Industries Private Limited	Company, Promoter-Group	Other than Cash (Share Swap)	9,42,600.00
2	Vijit Global Securities Private Limited	Company, Non-Promoter	Cash	45,000.00
3	Vijit Growth Fund	Alternative Investment Fund, Non-Promoter	Cash	44,400.00
4	Rajesh Kumar Singla	Indian Individual, Non-Promoter	Cash	44,400.00

5	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Cash	44,400.00
6	Amod Gupta	Indian Individual, Non-Promoter	Cash	44,400.00
7	Mili Emerging Equities Fund	Alternative Investment Fund, Non-Promoter	Cash	44,400.00
8	Khatod Divyank Rameshwarlal	Indian Individual, Non-Promoter	Cash	30,600.00
9	Hansaben Chatarlal Shah	Indian Individual, Non-Promoter	Cash	30,600.00
10	Bachh Raj Nahar	Indian Individual, Non-Promoter	Cash	22,200.00
11	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Cash	22,200.00
12	Mayuri Shripal Vora	Indian Individual, Non-Promoter	Cash	22,200.00
13	Gaurav Paliwal	Indian Individual, Non-Promoter	Cash	21,600.00
14	Arpit Agrawal HUF	HUF, Non-Promoter	Cash	21,600.00
15	Arpit Asho Kumar Jain	Indian Individual, Non-Promoter	Cash	21,600.00
16	Shubham Tibrewal	Indian Individual, Non-Promoter	Cash	21,600.00
17	G. Santosh kumar	Indian Individual, Non-Promoter	Cash	14,400.00
18	Parag Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
19	Shailesh Shrinivas Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
20	Sunrise Growth LLP	Body Corporate Non-Promoter	Cash	10,800.00
21	Ruchas Ventures	Partnership Firm Non-Promoter	Cash	10,800.00
Total				**14,88,600.00**

RESOLVED FURTHER THAT the cash proceeds from the issue shall be utilized towards Purchase of 04 equity shares from the existing shareholders of WBPIL and for meeting the Working

Capital requirement of the company and that the non-cash consideration be applied towards the acquisition of 9,996 equity shares from the existing shareholders of WBPIL and pursuant to this acquisition of the 10,000 equity shares of WBPIL (from Cash + non-cash consideration), WBPIL will become the Wholly Owned Subsidiary Company of the Systematic Industries Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised to **allot 9,42,600 No. of New Equity Shares for consideration other than cash**, which shall act as discharge of consideration payable by the Company for the acquisition of 9,996 equity shares of WBPIL (Sale Shares) from its existing shareholders in following manner.

Sr. No.	Name of Transferor (being existing shareholder of WBPIL)	No. of Shares of WBPIL to be transferred to the Company in form of Non Cash Consideration	Value of Shares of WBPIL to be transferred to the Company in form of Non Cash Consideration (INR)	No of New Shares to be allotted to Transferor for consideration other than cash	Value of New Shares to be allotted to Transferor for consideration other than cash (INR)	Difference between value of Sale Shares and Value of New Equity issued (INR)
		[A]	**[B] (A x 21,500)**	**[C]**	**[D] (C x 228)**	**[E] (B – D)**
1	Veritas Industries Private Limited	9,996	21,49,14,000	9,42,600	21,49,12,800	1,200
	Total	**9,996**	**21,49,14,000**	**9,42,600**	**21,49,12,800**	**1,200**

RESOLVED FURTHER THAT the difference between value of Sale Shares and Value of New Equity issued [E] i.e., difference that arises between value of Sale Shares [B] and Value of New Equity issued and allotted [D] for consideration other than cash shall be paid by the Company in Cash to the transferor from Company's existing internal accruals.

RESOLVED FURTHER THAT the Board be and is hereby authorised to **allot 5,46,000 No. of New Equity Shares for cash subscription basis.**

RESOLVED FURTHER THAT the offer, issue and allotment of the New Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the offer, issue and allotment of the New Equity Shares to the Proposed Allottees shall be on the following terms and conditions or such other terms and conditions as may be framed, decided, modified, altered, varied by the Board may think fit and appropriate in its absolute discretion:

(a) In terms of the provisions of Chapter V of the ICDR Regulations, **the Relevant Date** for the purpose of calculation of the floor price for the Preferential Allotment of the New Equity Shares be and is hereby fixed as **Tuesday, September 01, 2026**, being the date 30 (thirty) days prior to the date of this 01/2026-27 Extra Ordinary General Meeting i.e., Thursday, October 01, 2026.

(b) The New Equity Shares shall be allotted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.

(c) The New Equity Shares shall be issued to the proposed allottees within a period of fifteen (15) days from the date of passing of this resolution and allotted by the Company only in dematerialized form provided that where the issue and allotment of the New Equity Shares are pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.

(d) The New Equity Shares issued and allotted by the Company shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the then existing Equity Shares of the Company.

(e) The New Equity Shares application price shall be equivalent to 100% of the issue price.

(f) The New Equity Shares allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted there under.

(g) The consideration price of the New Equity Shares, if paid in cash, shall be received from Allottee's bank account only and not from any other person.

(h) The monies received by the Company from the Allottees for application of New Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account till the date of allotment of such New Equity Shares and filing of necessary returns in that regards with Ministry of Corporate Affairs ("MCA").

(i) The New Equity Shares allotted under this Issue shall be subject to a lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.

(j) The entire pre-preferential allotment shareholding of the proposed Allottees, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.

(k) The Equity Shares to be allotted to the Allottees under this resolution shall be listed and traded on the SME Platform of the BSE where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority and the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing and trading of the Equity Shares proposed to be allotted to the Allottees, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottees demat account.

(l) If the Allottees fail to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottees up to the extent of their applications received or eligibility.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws and pursuant to the provisions of the Act, the consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, issuance of a private placement cum preferential basis offer letter and application form in respect of the New Equity Shares to be subscribed by the Allottees, in such form and manner as prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder;

RESOLVED FURTHER THAT the Members hereby take note of certificate from Mr. Murtuza Mandorwala, (Membership No.: F10745, COP:142.2584), Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries, as required under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018 certifying that the issue of is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including to appoint external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said Preferential Allotment and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents, and agreements as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept the terms, conditions, modifications, and stipulations as the GOI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for the issue.

RESOLVED FURTHER THAT necessary corporate actions be taken or authorized to be taken in respect of New Equity Shares being allotted with National Securities Depositories Ltd. ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") under the signature of any of the Directors and / or Company Secretary and / or Chief Financial Officer, as may be necessary or required, for and on behalf of the Company in accordance with such other guidelines, rules and regulations as may be applicable with regard to such corporate actions.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the Equity Shares upon being allotted pursuant to this resolution on Stock Exchange, in accordance with such other guidelines, rules and regulations as may be applicable with regards to such listing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to this resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, issue price, finalizing the terms of agreement(s) and other related document(s), if any, in this regard to the offer, issue and allot new equity shares, to resolve and settle any questions, difficulties or doubts that may arise in regard, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated to this resolution be and are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to this resolution (including delegating all or any of its power to the sub-committee or any committee of the Board or to any one or more Director(s)/Company Secretary/ Chief Financial Officer/any Officer(s) of the Company)including but not limited to issue and allotment of the New Equity Shares, to issue any clarifications and resolve any doubts or questions that may arise, execute all such agreements, documents, deeds, writings and instruments as the Board may in its absolute discretion deem necessary or desirable to give effect to this resolution and to bind the Company and the Shareholders in relation to the same, effect any modification to the foregoing (including any modification to the terms of the issue) and to sign and file applications with the appropriate authorities for obtaining requisite approvals and liaise with such authorities to obtain the requisite approvals for undertaking such transactions."

By order of the Board of Directors
For Systematic Industries Limited
(Formerly known as Systematic Industries Private Limited)

Siddharth Rajendra Agarwal
Digitally signed by Siddharth Rajendra Agarwal
Date: 2026.09.25 15:40:56 +05'30'

Siddharth Rajendra Agarwal
Managing Director
DIN: 00515410

Place: Mumbai
Date: September 08, 2026

Registered office: 418, Nirmal Corporate Centre, L.B.S. Marg, Mulund (W), Mumbai - 400 080, Maharashtra. | 022-41383900 | finance@systematicltd.com | systematicindustries.com

NOTES FOR SHAREHOLDERS FOR EOGM:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), relating to the Special Businesses to be transacted at the EGM is annexed hereto. Further, additional information as required under Listing Regulations, SEBI ICDR Regulations are also disclosed.

2. Pursuant to the provisions of the Section 105 and other applicable provisions of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy, or where that is allowed, one or more proxies, to attend and vote instead of himself/ herself and the proxy so appointed need not be a member of the company. proxies, in order to be effective, must be duly filled, stamped, signed and received at the registered office of the company not less than 48 hours before the commencement of the meeting. A Proxy Form for the meeting is enclosed.

3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy, and such person shall not act as proxy for any other shareholder.

4. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting at the EGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mma.office@yahoo.com with copies marked to the Company at cs@systematicindustries.com

5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID.

6. Member / proxy holder shall and Authorised Representatives hand over the attendance slip, duly filled in all respect, at the entrance for at- tending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.

7. The Company has appointed Mr. Murtuza Mandorwala, (Membership No.: F10745, COP:14284), Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and ballot process in a fair and transparent manner.

8. The Record date for the purpose of determining the eligibility of the Members to send Notice of EGM is Friday 04th September, 2026

9. The cut-off date for the purpose of determining the eligibility of the Members to attend and do voting for the 01/2026-27 EGM of the Company is **Friday, September 25, 2026**.

10. In line with the various Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of EGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at www.systematicindustries.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited ("BSE") at: www.bseindia.com and National Securities Depository Limited ("NDSL") at www.evoting.nsdl.com.

11. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.

12. Members who wish to inspect the Statutory Registers maintained under the Act and relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to cs@systematicindustries.com. The Company has been maintaining, *inter alia*, the statutory registers at its registered office. In accordance with the MCA Circulars, the said registers will be made accessible for inspection and shall remain open and be accessible to any member during the continuance of the meeting.

13. 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.

14. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

    (a) 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 cs@systematicindustries.com

    (b) 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 cs@systematicindustries.com

    (c) Alternatively, member may send an e-mail request to NSDL for obtaining User ID and

Password by proving the details mentioned in Point (a) or (b) as the case may be.

(d) 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.

(e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA") by following the due procedure.

(f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Camo Corporate Service Limited ("Camo") to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

15. The 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 Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the RTA.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to RTA Cameo Corporate Services Ltd in case the shares are held in physical form.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to to RTA Cameo Corporate Services Ltd in case the shares are held in physical form.

18. Members seeking any information or clarification on the accounts are requested to send written queries on cs@systematicindustries.com to the Company, atleast 10 days before the date of the Meeting to enable the management to keep the required information available at the Meeting.

19. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs /RTA of the Company.

20. The Route Map to the venue of the meeting is annexed to this Notice and is also available at: https://maps.app.goo.gl/RwHYNJ4qWZzpMrDy7

21. Information relating to e-voting and other instructions are as under:

    i. 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 various circulars issued by the Ministry of Corporate Affairs and SEBI, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency, Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e**, Friday 25th September 2026 shall be entitled to avail the facility of remote e-voting or Ballot Paper on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Friday 25th September, 2026 shall be entitled to exercise his/her vote either electronically i.e., remote e-voting by following the procedure mentioned in this part or Ballot Paper.

    iv. Members may cast their votes on electronic voting system from any place (remote e-voting). **The remote e-voting period will commence on Monday, September 28, 2026 at 09:00 A.M. (IST), and will end on Wednesday, September 30, 2026 at 05:00 P.M. (IST).** Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through Ballot Paper. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote again at the meeting.

    v. Once the vote on a resolution is cast by the member, he/she/ it shall not be allowed to change it subsequently or cast the vote again.

    vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday 25th September 2026 .

vii. The Company has appointed M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as voting process at the EGM in fair and transparent matter.

viii. Pursuant to SEBI Circular **No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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

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

Step 1:

Part- A: Access to NSDL e-Voting system: 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 **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. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a

	Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 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.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

Part- A:: 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

  Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.

  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

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.

- Password details for shareholders other than Individual shareholders are given below:

  a) If you are already registered for e-Voting, then you can user 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.**

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

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

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

  c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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

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

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 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.

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 mma.office@yahoo.com with a copy marked to 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 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.: 022 - 4886 7000 or send a request to NSDL at 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 cs@systematicindustries.com 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 cs@systematicindustries.com.

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

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

CONTACT DETAILS

Company	**SYTEMATIC INDUSTRIES LTD.** Registered office: 418, Nirmala Corporate Centre, 4th Floor, L.B.S. Marg, Mulund (West), Mumbai, Maharashtra, India, 400080. Tel No.: +91 02228460390; Email: cs@systematicindustries.com ; Web: www.systematicindustries.com.
Registrar and Transfer Agent	**Cameo Corporate Services Ltd** Subramanian Building, No. 1, Club House Road,Chennai, Tamil Nadu,600002 Tel No.: +91-022 2846 0390 Website : www.cameoindia.com
E-Voting Agency	**National Securities Depository Limited** Regd. Office: 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai - 400051. Tel No.: (022) 2499 4200 Email: evoting@nsdl.com Web: https://www.evoting.nsdl.com/

Scrutinizer	**CS Murtuza Mandorwala,** Proprietor of M/s. Murtuza Mandorwala & Associates Practicing Company Secretaries B-503, Sivanta One- The Business Park, Pritamnagar Cross Road, Near V.S Hospital, Ellisbridge, Ahmedabad - 380006 Email: mma.office@yahoo.com; Tel No.: 079 35606563

EXPLANATORY STATEMENT

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

Item No. 1:

To create, offer, issue, and allot up to 14,88,600 Equity Share of the Company of face value of INR 10/- at an issue price of INR 228.00/- aggregating upto INR 33,94,00,800/- to the Allottees belonging to the Promoters Group and Non-Promoters, for cash and for consideration other than cash (share swap) on private placement and preferential basis

The Board of Directors of the Company at their meeting held on Tuesday, September 08, 2026, subject to necessary approval(s), had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, **upto 14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of ₹ 218.00/- (Rupees Two Hundred and Eighteen Only) each** or at a higher price as may be determined at the later stage as per the applicable law **aggregating upto INR ₹ 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only)** to the below mentioned Allottees belonging to the Promoters Group and Non-Promoters Allottees as listed below, on a private placement cum preferential basis **for cash and for consideration other than cash (share swap)** i.e., share swap to be made towards the acquisition of 9,996 Equity shares representing 99.96% equity shareholding ("Sale Shares") of M/s. Wire Brigade Industries Private Limited (“**WBIPL**”)] on private placement and preferential basis pursuant to provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws:

Sr. No.	Name of the Proposed Equity Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1	Veritas Industries Private Limited	Company, Promoter-Group	Other than Cash (Share Swap)	9,42,600.00
2	Vijit Global Securities Private Limited	Company, Non-Promoter	Cash	45,000.00

3	Vijit Growth Fund	Alternative Investment Fund, Non-Promoter	Cash	44,400.00
4	Rajesh Kumar Singla	Indian Individual, Non-Promoter	Cash	44,400.00
5	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Cash	44,400.00
6	Amod Gupta	Indian Individual, Non-Promoter	Cash	44,400.00
7	Mili Emerging Equities Fund	Alternative Investment Fund, Non-Promoter	Cash	44,400.00
8	Khatod Divyank Rameshwarlal	Indian Individual, Non-Promoter	Cash	30,600.00
9	Hansaben Chatarlal Shah	Indian Individual, Non-Promoter	Cash	30,600.00
10	Bachh Raj Nahar	Indian Individual, Non-Promoter	Cash	22,200.00
11	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Cash	22,200.00
12	Mayuri Shripal Vora	Indian Individual, Non-Promoter	Cash	22,200.00
13	Gaurav Paliwal	Indian Individual, Non-Promoter	Cash	21,600.00
14	Arpit Agrawal HUF	HUF, Non-Promoter	Cash	21,600.00
15	Arpit Ashok Kumar Jain	Indian Individual, Non-Promoter	Cash	21,600.00
16	Shubham Tibrewal	Indian Individual, Non-Promoter	Cash	21,600.00
17	G. Santosh kumar	Indian Individual, Non-Promoter	Cash	14,400.00
18	Parag Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
19	Shailesh Shrinivas Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
20	Sunrise Growth LLP	Body Corporate Non-Promoter	Cash	10,800.00
21	Ruchas Ventures	Partnership Firm	Cash	10,800.00

		Non-Promoter		
Total				**14,88,600.00**

In the proposed Issue of 14,88,600 Number of Equity Shares of the Company ("New Equity Shares"), issued and allotment of 5,46,000 No. of New Equity Shares shall be made for cash subscription basis and issued and allotment of remaining 9,42,600 No. of New Equity Shares shall be made for consideration other than cash (being Sale Shares), details of which are as below:

Sr. No.	Name of Transferor (being existing shareholder of WBPIL)	No. of Shares of WBPIL to be transferred to the Company in form of Non Cash Consideration	Value of Shares of WBPIL to be transferred to the Company in form of Non Cash Consideration (INR)	No of New Shares to be allotted to Transferor for consideration other than cash	Value of New Shares to be allotted to Transferor for consideration other than cash (INR)	Difference between value of Sale Shares and Value of New Equity issued (INR)
		[A]	**[B] (A x 21,500)**	**[C]**	**[D] (C x 228)**	**[E] (B – D)**
1	Veritas Industries Private Limited	9,996	21,49,14,000	9,42,600	21,49,12,800	1,200
	Total	**9,996**	**21,49,14,000**	**9,42,600**	**21,49,12,800**	**1,200**

The difference between value of Sale Shares and Value of New Equity issued [E] i.e., difference that arises between value of Sale Shares [B] and Value of New Equity issued and allotted [D] for consideration other than cash shall be paid by the Company in Cash to the respective transferor from Company's existing internal accruals.

Pursuant to the provisions of Section 23(1)(b), 42 and 62 (1)(c) of the Act and Regulation 160 of ICDR Regulations, 2018, any preferential allotment of Securities needs to be approved by the Shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a Special Resolution to enable the Board to issue and allot Equity Shares of the Company, as may be permitted under applicable laws to the Proposed Allottees as mentioned in the resolution and this Explanatory Statement in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The Proposed Allottees of the Equity Shares of the Company, had not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the **Relevant Date i.e. Tuesday, September 01, 2026.**

The following details of the proposed preferential issue of the Equity Shares of the Company are disclosed in accordance with the provisions of Act read with Companies (Share Capital and Debenture) Rules 2014 and Chapter V -"Preferential Issue" of the ICDR Regulations, as amended from time to time:

(a) **Particulars of the offer including the date of passing of the Board resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:**

The Board of Directors of the Company at their meeting held on Tuesday, September 08, 2026 had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, **14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of ₹ 218.00/- (Rupees Two Hundred and Eighteen Only) each** or at a higher price as may be determined at the later stage as per the applicable law **aggregating upto INR ₹ 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only)** to the Allottees belonging to the Promoters Group and Non-Promoters Allottees, for cash and for consideration other than cash on a private placement and preferential basis in accordance with the provisions of the applicable law.

The preferential issue of the Equity Shares of the Company is proposed to be made to the Allottees belonging to Promoter Group and Non-Promoters for cash and for consideration other than cash as detailed herein below. The Company had already obtained PAN of the all the proposed Allottees.

Sr. No.	Name of the Proposed Equity Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1	Veritas Industries Private Limited	Company, Promoter-Group	Other than Cash (Share Swap)	9,42,600.00
2	Vijit Global Securities Private Limited	Company, Non-Promoter	Cash	45,000.00

3	Vijit Growth Fund	Alternative Investment Fund, Non-Promoter	Cash	44,400.00
4	Rajesh Kumar Singla	Indian Individual, Non-Promoter	Cash	44,400.00
5	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Cash	44,400.00
6	Amod Gupta	Indian Individual, Non-Promoter	Cash	44,400.00
7	Mili Emerging Equities Fund	Alternative Investment Fund, Non-Promoter	Cash	44,400.00
8	Khatod Divyank Rameshwarlal	Indian Individual, Non-Promoter	Cash	30,600.00
9	Hansaben Chatarlal Shah	Indian Individual, Non-Promoter	Cash	30,600.00
10	Bachh Raj Nahar	Indian Individual, Non-Promoter	Cash	22,200.00
11	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Cash	22,200.00
12	Mayuri Shripal Vora	Indian Individual, Non-Promoter	Cash	22,200.00
13	Gaurav Paliwal	Indian Individual, Non-Promoter	Cash	21,600.00
14	Arpit Agrawal HUF	HUF, Non-Promoter	Cash	21,600.00
15	Arpit Ashok Kumar Jain	Indian Individual, Non-Promoter	Cash	21,600.00
16	Shubham Tibrewal	Indian Individual, Non-Promoter	Cash	21,600.00
17	G. Santosh kumar	Indian Individual, Non-Promoter	Cash	14,400.00
18	Parag Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
19	Shailesh Shrinivas Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
20	Sunrise Growth LLP	Body Corporate Non-Promoter	Cash	10,800.00
21	Ruchas Ventures	Partnership Firm Non-Promoter	Cash	10,800.00
Total				**14,88,600.00**

In terms of Regulation 169(1) of the ICDR Regulations, full consideration of specified securities shall be paid by the allottees at the time of allotment of such specified securities except in case of shares issued for consideration other than cash.

Accordingly, the subscription/ application price in this issue is 100% of Issue price (i.e., INR. 228/-) for New Equity Shares issued for cash. Further, in case of shares issued for consideration other than cash, the entire value of Sale Shares shall be set off against value of New Equity Shares issued for consideration other than cash and the Difference in both the Values shall be paid by the Company to Transferors/ Allottees of New Equity Shares issued for consideration other than cash in manner disclosed in the Resolution.

(b) The objects of the preferential issue:

Our Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") of the Equity Shares of the Company towards the following objects:

i. **Acquisition of 10,000 Equity shares representing 100.00% equity shareholding ("Sale Shares") of M/s. Wire Brigade Industries Private Limited ("WBPIL"):**

The Board of Directors the Company at their Meeting held on September 08, 2026 have, *inter-alia*, decided to acquire 100% of Equity Shareholding of WBPIL. Pursuant the proposed acquisition, WBPIL shall become Wholly Owned Subsidiary of the Company. WBPIL is a business of manufacturing and supply of steel wires, MS wires and annealed wires. The Company has agreed to discharge Purchase Consideration payable for the acquisition of the WBPIL for cash and for consideration other than cash in following manner: -

A. **Acquisition of WBPIL Equity Shares for consideration other than cash (Share Swap):**

The Current Shareholding of WBPIL consists of 10,000 Equity Shares and amongst the same, 9,996 Equity Shares ("Sale Shares") shall be acquired by the Company for consideration other than cash i.e., by the way of issued and allotment of 9,42,600 No. of New Equity Shares for consideration other than cash, details of which are as below:

Sr. No.	Name of Transferor (being existing shareholder of WBPIL)	No. of Shares of WBPIL to be transferred to the Company in form of Non Cash	Value of Shares of WBPIL to be transferred to the Company in form of Non Cash Consideration	No of New Shares to be allotted to Transferor for consideratio n other than	Value of New Shares to be allotted to Transferor for consideration other than cash (INR)	Difference between value of Sale Shares and Value of New Equity

		Consideration	(INR)	cash		issued (INR)
		[A]	[B] (A x 21,500)	[C]	[D] (C x 228)	[E] (B – D)
1	Veritas Industries Private Limited	9,996	21,49,14,000	9,42,600	21,49,12,800	1,200
	Total	**9,996**	**21,49,14,000**	**9,42,600**	**21,49,12,800**	**1,200**

The difference between value of Sale Shares and Value of New Equity issued [E] i.e., difference that arises between value of Sale Shares [B] and Value of New Equity issued and allotted [D] for consideration other than cash shall be paid by the Company in Cash to the respective transferor from Company's existing internal accruals.

B. <u>Acquisition of WBPIL Equity Shares for Cash:</u>

The Current Shareholding of WBPIL consists of 10,000 Equity Shares and amongst the same, 04 Equity Shares shall be acquired by the Company for Cash basis. The Value which Company has agreed to pay against each Share of WBPIL is INR. 21,500/-. Accordingly, INR. 86,000/- from the total cash Issue proceeds (i.e., 0.07% of the cash Issue Proceeds) shall be utilized by the Company for Discharge of Cash considerations towards acquisition of 04 Equity Shares of WBPIL, and payment to transferor/ Shareholder of WBPIL would be as follows:

Sr. No	Name	No of Shares Held	Amount of Consideration (INR)
1	Veritas Industries Private Limited	04	86,000
	Total	**04**	**86,000**

ii. <u>working capital –</u>

The Balance of cash issue proceeds of INR. 12,44,02,000/- (i.e., 99.93% of the cash Issue Proceeds) will be utilized for working capital for ensuring that the company is left with sufficient balance to overcome its Short-term and Long-term working capital needs.

<u>The Summary of above stated Objects *(Collectively, referred to herein as the "**Objects**")* is as below:</u>

Sr. No.	Object	Amount (INR)	% of the Total Issue Proceeds
i.	**Acquisition of WBPIL Equity Shares**		
	A) for consideration other than cash (Share Swap) for acquisition of 9,996 Equity Shares as mentioned above	21,49,12,800	63.32%
	B) for consideration in cash, for acquisition of 04 Equity Shares as mentioned above	86,000	0.03%
ii.	**Working Capital**	12,44,02,000	36.65%
	Total	**33,94,00,800**	**100.00%**

Objects and Effects of the Acquisition of WBPIL:

1. **Consolidation Within the Listed Entity:**
   The acquisition will enable the Company to exercise full control over WBIPL and make it a wholly-owned subsidiary. This will bring all related business activities under the listed entity, ensuring unified operations, improved governance, and better strategic alignment.

2. **Capacity-led Growth:** The addition of operating capacity, together with the ongoing expansion at Wire Brigade, provides Systematic with additional headroom to cater to increasing customer requirements.

3. **Eastern India Manufacturing Presence:** Wire Brigade's Howrah, West Bengal facility provides Systematic with a manufacturing base in Eastern India, enabling the Company to cater more efficiently to customers in the region.

Benefit to WBIPL:

With WBIPL becoming a wholly-owned subsidiary, all future expansions undertaken in WBIPL will directly benefit the Systematic Industries Limited and strengthen the overall operational and financial position of the listed entity.

The Main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Issue Proceeds and proposed schedule of implementation and deployment of Issue Proceeds:

We propose to deploy the Issue Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of funds as set forth below:

Sr. No.	Objectives of the proposed issue	Total estimated amount to be utilized for each of the Objects (INR. In Actual)#	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Acquisition of WBPIL Equity Shares for consideration other than cash (Share Swap)	21,49,12,800	within a period of 30 (Thirty) days from the later of: - i. Date of the approval of special resolution for preferential issue of equity shares; or ii. Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees and other procedural compliances.
2.	Acquisition of WBPIL Equity Shares for Cash	86,000	within a period of 30 (Thirty) days from the later of: - i. Date of the approval of special resolution for preferential issue of equity shares; or ii. Receipt of date of the in-principal approval/ permission required for allotment under the preferential issue from the stock exchanges for issuance of the equity shares to the proposed allottees and other procedural compliances.

3.	Working Capital	12,44,02,000	31st March 2028
Total		**33,94,00,800**	-

 # considering 100% subscription of Equity Shares.

The entire Issue Proceeds would be utilized for the Objects as mentioned in above table on or before the tentative timeline as mentioned in above table.

In terms of the BSE Circular Number: 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral condition's, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board subject to compliance with applicable laws

Interim Use of Issue Proceeds

Pending utilization of part of entire Issue Proceeds, the Company may *inter-alia* subject to approval from the Board of Directors and also in accordance with the applicable regulations and laws, during such interim period, permitted to utilize such Issue Proceeds in total or parts for making investments in bank fixed deposit receipts, deposits in scheduled commercial banks, securities issued by government of India/State Governments/Quasi bodies or any other investments as permitted under applicable laws on a short term basis or deployments as may be deemed fit in the interest of the Company during such interim period.

(c) Relevant Date for issuance of Equity Shares:

The "**Relevant Date**" in terms of the ICDR Regulations 2018 for determination of minimum floor price is **Tuesday, September 01, 2026**, which is the date 30 days prior to the date of passing of special resolution by the Shareholders at the ensuing 01/2026-27 Extra Ordinary General Meeting i.e. Thursday, October 01, 2026 for approving the preferential issue on private placement basis.

(d) Amount which the Company intends to raise by way of such securities.

The company intends to raise an amount aggregating upto INR 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only).

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

Pursuant to provisions of the ICDR Regulations 2018, **issue price** of each Equity Shares of the Company is fixed at **INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of ₹ 218.00/- (Rupees Two Hundred and Eighteen Only) per Share,** which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

In terms of the provisions of Section 62(7)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules,2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement shall be determined by the valuation report of a registered valuer.

However second proviso of rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares/ securities to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of securities by way of preferential issue can be made, at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of SEBI ICDR Regulations.

The Equity Shares of Company are listed on SME Platform of BSE Limited (“BSE”), recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. Tuesday, September 01, 2026 **and are frequently traded on the Stock Exchange in accordance with ICDR Regulations**. Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

As stated above the Price of the Equity Shares of the Company to be allotted to Proposed Allottees shall not be less than the price determined in accordance with the ICDR Regulations. Currently, ICDR Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) *In case of “frequently traded shares (Regulation 164(1) of the ICDR Regulations):*

In terms of the applicable provisions of ICDR Regulations, the price at which the Equity Shares of the Company shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date i.e. Tuesday, September 01, 2026;

- The 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date i.e. Tuesday, September 01, 2026.

Further, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under above regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

b) *Regulation 166 A (1) of the ICDR Regulations:*

Further, in case any preferential issue, which result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Shares, the proposed allotment is not more than 5% of the post issue fully diluted Equity Share Capital of the Company, to any of the Allottees and the Allottees acting in concert, the provisions of Regulation 166A (1) of the ICDR Regulations shall NOT be applicable to current preferential issue of the Company and accordingly the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

(a) *Price determined as per provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares):*

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the ICDR Regulations for the Preferential Issue of Shares is INR 227.39/- (Rupees Two Hundred Twenty Seven and Thirty Nine Paisa Only) being the higher of the following:

(a)

(i) INR 208.96/- (Rupees Two Hundred Eight and Ninety Six Paisa Only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;

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(ii) INR 227.39/- (Rupees Two Hundred Twenty Seven and Thirty Nine Paisa Only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

(b) *The price determined in accordance with the provisions of the Articles of Association of the Company. Since the Articles of Association of the Company does not mention the formula or calculation of price to be determined for this purpose, this is* ***not applicable*** *to the Company.*

Accordingly, the issue price of the Equity Shares to be allotted on preferential basis is fixed at INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each which includes a premium of INR premium of ₹ 218.00/- (Rupees Two Hundred and Eighteen Only) each, being the price higher than the price calculated as per above points (a) or (b) which is not less than the price determined in accordance with applicable provisions of ICDR Regulations.

(e) Amount which the Company intends to raise by way of such securities:

The Company intends to issue and allot up to 14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share of the Company of face value of ₹ 10/- (Rupees Ten Only) each at an issue price of ₹ 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of ₹ 218.00/- (Rupees Two Hundred and Eighteen Only) each] aggregating up to ₹ 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only) to the Allottees belonging to the Promoters Group and Non-Promoters, on a private placement and preferential basis in accordance with the provisions of the applicable Act, Rules, Regulations and Directions, other applicable laws and Articles of Association of the Company.

Amongst the same, 9,42,600 Equity Share of the Company are proposed to be issued and allotted for consideration other than cash (in manner prescribed in resolution to Item No. 1 and this explanatory statement). Accordingly, total cash proceeds to be raised by the Company form the Issue is INR. 12,44,88,000 by way of issue and allotment of 5,46,000 Equity Share of the Company at Issue price of INR. 228.00/- each share, for Cash.

(f) Intent of the Promoters, Promoter Group, Directors and Key Managerial Personnel or Senior Management of the Company to subscribe to the proposed preferential offer:

The following entity belonging to the Promoter Group intent to participate and subscribe to the preferential offer:

Sr. No.	Name of the Proposed Allottees	Category	Nature of Consideration (Cash/ other than Cash/	Maximum Number of Equity Shares to be Issued (Upto)
1.	Veritas Industries Private Limited	Company, Promoter-Group	Other than Cash (Share Swap)	9,42,600
		Total		**9,42,600**

Except for the above, none of the promoters, other members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the preferential issue.

(g) Proposed time frame within which the Preferential Allotment shall be completed:

As required under the ICDR Regulations, the Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Shares is pending on account 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 Equity Shares shall be issued and allotted by the Company in only in dematerialized form.

(h) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:

Except Veritas Industries Private Limited, Vijit Global Securities Private Limited, Vijit Growth Fund, Value Prolific Consulting Services Private Limited, Mili Emerging Equities Fund, Rahul Gadia Securities Pvt Ltd, Arpit Agrawal HUF, Sunrise Growth LLP and Ruchas Ventures, all the other Proposed Allottees are Individuals and requirement of Ultimate Beneficial Owners are not applicable to those Individual Allottees. All the proposed Individual Allottees are the self-beneficial owners/persons controlling being the natural persons.

The details of Ultimate Beneficial Owners is mentioned herein below:

Sr. No.	Identity of the Allottees	Category	The natural persons who are the ultimate beneficial owners/ ultimately controlling the
1.	Veritas Industries Private Limited	Company, Promoter Group	Mr. Siddharth Rajendra Agarwal is the ultimate beneficial owners

2.	Vijit Global Securities Private Limited	Company, Non-Promoter	Mr. Vijit Vijay Ramavat is the ultimate beneficial owners
3.	Vijit Growth Fund	Alternative Investment Fund, Non-Promoter	Mr. Vijit Vijay Ramavat is the ultimate beneficial owners
4	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Mr. Anshuman Khanna is the ultimate beneficial owners
5	Mili Emerging Equities Fund	Alternative Investment Fund, Non-Promoter	Mr. Bachh Raj is the ultimate beneficial owners
6	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Mr. Rahul Gadia is the ultimate beneficial owners
7	Arpit Agrawal HUF	HUF, Non-Promoter	Mr. Arpit Agrawal, Karta is the ultimate beneficial owners
8	Sunrise Growth LLP	Body Corporate, Non-Promoter	Mr. Nitin Heda is the ultimate beneficial owners
9	Ruchas Ventures	Partnership Firm Non-Promoter	Mr. Priyanka Jain is the ultimate beneficial owners

(i) The Shareholding Pattern of the Company before and after the preferential issue:

The Shareholding Pattern of the Company before and after the allotment of Share is as below.

Sr. No.	**Category**	**Pre - Issue Shareholding as on 04TH November, 2025**		**Equity Shares to be allotted**	**Post - Issue Shareholding**	
		No. of Equity Shares	**% of Holding**		**No. of Equity Shares**	**% of Holding**
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)

I	**Promoters Holdings**					
a.	**Indian**					
(i)	Individual/Hindu Undivided Family	15,277,467	68.41	-	15,277,467	64.14
(ii)	Bodies Corporate	1,119,375	5.01	9,42,600.00	2,061,975	8.66
	Sub – Total	**16,396,842**	**73.43**	**9,42,600.00**	**17,339,442**	**72.79**
b.	**Foreign Promoters**					
	Sub – Total (A)	**16,394,442**	**73.41**	**9,42,600**	**17,337,042**	**72.78**
II	**Non-Promoters holding**					
1	**Institutional Investors**	**1,582,800**	**7.09**	**88,800**	**1,671,600**	**7.02**
2	**Non-Institutional Investor**					
(i)	Individuals	3,223,600	14.44	313,200	3,536,800	14.85
(ii)	Body Corporates	682,200	3.05	111,600	793,800	3.33
(ii)	Any Other					
	Non-Resident Individuals	66,600	0.30	-	66,600	0.28
	Hindu Undivided Family	373,800	1.67	21,600	395,400	1.66
	LLP	5,400	0.02	10,800	16,200	0.07
	Sub Total (B)	5,934,400	26.57	546,000	6,480,400	27.21
	Grand Total	**22,331,242**	**100.00**	**14,88,600**	**23,819,842**	**100.00**

Notes:

1. **The above shareholding pattern has been calculated assuming full subscription of Equity Share be issued to the proposed Allottees.**

2. The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment of Equity Share to be issued on preferential basis to the above mentioned allottees. However, if any Shares are not issued or allotted, the figures will change accordingly.

3. The existing promoters of the Company will continue to be in control of the Company and

there will not be any change in the management/ control of the Company as a result of the proposed allotment of Equity shares.

(j) Basis on which price has been arrived at along with report of the registered valuer:

The price of each Shares is fixed at INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each as determined in terms of ICDR Regulations on the basis of the Relevant Date i.e., Tuesday, September 01, 2026.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the ICDR Regulations, 2018 as amended till date.

Further, the Company undertakes to re-compute the price of the Shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, 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.

(k) The class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of Shares is proposed to be made to the Promoters Group Allottees and Non-Promoter Allottees as detailed herein below. The Company had already obtained PAN of all the proposed Allottees.

Sr. No.	Name of the Proposed Equity Allottees	Category	Nature of Consideration (Cash/ other than Cash/ both)	Maximum Number of Equity Shares to be Issued (Upto)
1	Veritas Industries Private Limited	Company, Promoter-Group	Other than Cash (Share Swap)	9,42,600.00
2	Vijit Global Securities Private Limited	Company, Non-Promoter	Cash	45,000.00
3	Vijit Growth Fund	Alternative Investment Fund, Non- Promoter	Cash	44,400.00
4	Rajesh Kumar Singla	Indian Individual, Non-Promoter	Cash	44,400.00
5	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Cash	44,400.00

6	Amod Gupta	Indian Individual, Non-Promoter	Cash	44,400.00
7	Mili Emerging Equities Fund	Alternative Investment Fund, Non- Promoter	Cash	44,400.00
8	Khatod Divyank Rameshwarlal	Indian Individual, Non-Promoter	Cash	30,600.00
9	Hansaben Chatarlal Shah	Indian Individual, Non-Promoter	Cash	30,600.00
10	Bachh Raj Nahar	Indian Individual, Non-Promoter	Cash	22,200.00
11	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Cash	22,200.00
12	Mayuri Shripal Vora	Indian Individual, Non-Promoter	Cash	22,200.00
13	Gaurav Paliwal	Indian Individual, Non-Promoter	Cash	21,600.00
14	Arpit Agrawal HUF	HUF, Non-Promoter	Cash	21,600.00
15	Arpit Ashok Kumar Jain	Indian Individual, Non-Promoter	Cash	21,600.00
16	Shubham Tibrewal	Indian Individual, Non-Promoter	Cash	21,600.00
17	G. Santosh kumar	Indian Individual, Non-Promoter	Cash	14,400.00
18	Parag Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
19	Shailesh Shrinivas Rathi	Indian Individual, Non-Promoter	Cash	14,400.00
20	Sunrise Growth LLP	Body Corporate Non-Promoter	Cash	10,800.00
21	Ruchas Ventures	Partnership Firm Non-Promoter	Cash	10,800.00
Total				**14,88,600.00**

(l) The percentage (%) of Post Preferential Issue Capital that may be held by Allottees (Assuming full Subscription) and Change in Control, if any, consequent to the Preferential Issue:

Sr No.	Identity of the Allottes	Category	Nature of Consideration (Cash/ other than Cash/ both)	% of Pre-Preferential Issue Capital		% of Post-Preferential Issue Capital	
				No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1	Veritas Industries Private Limited	Company, Promoter-Group	Other than Cash (Share Swap)	Nil	0%	9,42,600.00	3.96%
2	Vijit Global Securities Private Limited	Company, Non-Promoter	Cash	Nil	0%	45,000.00	0.19%
3	Vijit Growth Fund	Alternative Investment Fund, Non-Promoter	Cash	Nil	0%	44,400.00	0.19%
4	Rajesh Kumar Singla	Indian Individual, Non-Promoter	Cash	Nil	0%	44,400.00	0.19%
5	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Cash	Nil	0%	44,400.00	0.19%
6	Amod Gupta	Indian Individual, Non-Promoter	Cash	Nil	0%	44,400.00	0.19%
7	Mili Emerging Equites Fund	Alternative Investment Fund, Non-Promoter	Cash	54,600.00	0.24%	99,000.00	0.42%
8	Khatod Divyank Rameshwarlal	Indian Individual, Non-Promoter	Cash	Nil	0%	30,600.00	0.13%
9	Hansaben Chatarlal Shah	Indian Individual, Non-Promoter	Cash	Nil	0%	30,600.00	0.13%

10	Bachh Raj Nahar	Indian Individual, Non-Promoter	Cash	Nil	0%	22,200.00	0.09%
11	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Cash	Nil	0%	22,200.00	0.09%
12	Mayuri Shripal Vora	Indian Individual, Non-Promoter	Cash	Nil	0%	22,200.00	0.09%
13	Gaurav Paliwal	Indian Individual, Non-Promoter	Cash	Nil	0%	21,600.00	0.09%
14	Arpit Agrawal HUF	HUF, Non-Promoter	Cash	Nil	0%	21,600.00	0.09%
15	Arpit Ashok Kumar Jain	Indian Individual, Non-Promoter	Cash	Nil	0%	21,600.00	0.09%
16	Shubham Tibrewal	Indian Individual, Non-Promoter	Cash	Nil	0%	21,600.00	0.09%
17	G. Santosh kumar	Indian Individual, Non-Promoter	Cash	Nil	0%	14,400.00	0.06%
18	Parag Rathi	Indian Individual, Non-Promoter	Cash	Nil	0%	14,400.00	0.06%
19	Shailesh Shrinivas Rathi	Indian Individual, Non-Promoter	Cash	Nil	0%	14,400.00	0.06%
20	Sunrise Growth LLP	Body Corporate, Non-Promoter	Cash	Nil	0%	10,800.00	0.05%

21	Ruchas Ventures	Partnership Firm, Non-Promoter	Cash	Nil	0%	10,800.00	0.05%

(m) **The current and proposed status of the allottee(s) post the preferential issues namely, non-promoter:**

S. No.	Name of the Proposed Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1	Veritas Industries Private Limited	Company, Promoter-Group	Company, Promoter-Group
2	Vijit Global Securities Private Limited	Company, Non- Promoter	Company, Non- Promoter
3	Vijit Growth Fund	Alternative Investment Fund, Non- Promoter	Alternative Investment Fund, Non- Promoter
4	Rajesh Kumar Singla	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
5	Value Prolific Consulting Services Private Limited	Company, Non-Promoter	Company, Non-Promoter
6	Amod Gupta	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
7	Mili Emerging Equities Fund	Alternative Investment Fund, Non- Promoter	Alternative Investment Fund, Non- Promoter
8	Khatod Divyank Rameshwarlal	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
9	Hansaben Chatarlal Shah	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
10	Bachh Raj Nahar	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
11	Rahul Gadia Securities Private Limited	Company, Non-Promoter	Company, Non-Promoter
12	Mayuri Shripal Vora	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
13	Gaurav Paliwal	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
14	Arpit Agrawal HUF	HUF, Non-Promoter	HUF, Non-Promoter

Registered office: 418, Nirmal Corporate Centre, L.B.S. Marg, Mulund (W), Mumbai - 400 080, Maharashtra.
022-41383900
finance@systematicltd.com
systematicindustries.com

15	Arpit Ashok Kumar Jain	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
16	Shubham Tibrewal	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
17	G. Santosh kumar	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
18	Parag Rathi	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
19	Shailesh Shrinivas Rathi	Indian Individual, Non-Promoter	Indian Individual, Non-Promoter
20	Sunrise Growth LLP	Body Corporate Non-Promoter	Body Corporate Non-Promoter
21	Ruchas Ventures	Partnership Firm Non-Promoter	Partnership Firm Non-Promoter

(n) Change in control, if any in the issuer consequent to the preferential issue:

There will be no change in control of the Company upon the allotment of the Equity Shares of the Company. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the allotment of the New Equity Shares of the Company.

(o) Undertaking that if the amount payable on account of the re-computation of price is not paid:

Since the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

Further, since the Company is not required to recompute the price in terms of ICDR Regulations and hence accordingly the below mentioned requirement is not applicable to the Company:

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.

(p) Lock-in period:

The Equity Shares to be allotted and entire pre-preferential allotment shareholding of the Allottees will be subject to applicable lock-in and transfer restrictions for the period stipulated under the ICDR Regulations.

(q) Principal terms of assets charged as securities:

Not Applicable.

(r) Material terms of raising such securities:

All material terms have been set out above.

(s) Listing:

The Company will make an application to the Stock Exchange at which the existing equity shares are listed i.e., at BSE, for listing of the Equity Shares to be issued and allotted on preferential basis. Such Equity Shares will rank *pari-passu* with the existing Equity Shares.

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

The Company proposes to discharge the non-cash consideration payable for the acquisition of 99.96% of Equity Shares of WBPIL from its Existing Shareholders by issuing 9,42,600 New Equity Shares of the Company for consideration other than cash. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent registered valuer where securities are issued on a preferential basis for consideration other than cash.

The Valuation of Equity Shares has been done by CA Sejal Agrawal, Director of M/s. Procurve Valux Private Limited, IBBI Registered Valuer Entity - Securities and Financial Assets being an Independent Registered Valuer Entity (IBBI Registration No. IBBI/RV-E/02/2025/218).

Based on the valuation report dated September 08, 2026 obtained from the Independent Registered Valuer, the Board of Directors of the Company has approved and passed a resolution for the issuance of 9,42,600 New Equity Shares of the Company at a price of Rs. 228.00 per share for acquiring 99.96% Equity Shares of WBPIL, from Veritas Industries Private Limited which forms part of promoter group of the Company, in exchange for 9,996 Equity Shares held by them in WBPIL.

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

The Company has not made any other issue or allotment of securities on preferential basis during the financial year 2025-26 and during the period from April 01, 2026 till the date of this notice.

(v) Practicing Company Secretary Certificate:

The Company has obtained a certificate dated September 08, 2026 from CS Murtuza Mandorwala, Proprietor of Murtuza Mandorwala & Associates, Company Secretaries, Ahmedabad (Membership No: F10745 & CP No: 142.2584) certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in ICDR Regulations, 2018 as amended from time to time and the copy of the same has been hosted on the website of the Company which can be accessed by click here and will be placed and made available for inspection before the shareholders of the Company at Extra Ordinary General Meeting to be held on Thursday, October 01, 2026 and also open for inspection by the members at the registered office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting.

Further, the direct access link for the Certificate of Practicing Company Secretary dated September 08, 2026 is https://systematicindustries.com/wp-content/uploads/2026/09/Compliance-Certificate.pdf

(w) Monitoring of Utilization of Funds:

As the issue size is less than INR 100 Crore (Rupees One Hundred Crore Only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the ICDR Regulations.

(x) Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

(y) Payment of Consideration:

In terms of Regulation 169(1) of the ICDR Regulations, full consideration of specified securities, shall be paid by the allottees at the time of allotment of such specified securities except in case of shares issued for consideration other than cash.

Accordingly, the subscription/ application price in this issue is 100% of Issue price (i.e., INR. 228/-) for New Equity Shares issued for cash. Further, in case of shares issued for consideration other than cash, the entire value of Sale Shares ("B") shall be set off against value of New Equity Shares issued for consideration other than cash ("D") and the Difference in both the Values (i.e., B-D) shall be paid by the Company to Transferors/ Allottees of New Equity Shares issued for consideration other than cash in manner disclosed in the Resolution.

(z) Other Disclosures / Undertakings:

- It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.
- None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the ICDR Regulations.
- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- All the Equity shares to be allotted shall be fully paid up at the time of the allotment.
- The proposed allottees confirmed that they have not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- The Equity Shares to be issued and allotted by the Company shall be in dematerialized form only and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company are listed.
- None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Securities of the Company and also not failed to exercise the Securities issued by the Company.
- As on date of this Notice, as per the information, documents, and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), BSE and the Depositories.
- All the Equity Shares held by the proposed Allottees in the Company are in dematerialized form.
- The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed and SEBI (LODR) Regulations , as amended, and any circular or notification issued by the Board thereunder;.
- The raising of capital pursuant to the proposed resolution is subject to force majeure circumstances and conditions conducive capital market environment.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Share on a preferential basis to the persons whether or not they are members of the Company as permitted by 23(1)(b), 42 and Section 62 (1)(c) of the Companies Act, 2013.

The Board of Directors accordingly recommends passing of the above resolution as set out as Item No. 1 of the Notice of Extra-Ordinary General Meeting, as a Special Resolution, for issue of Equity Shares.

Except interested Promoter & Promoter Group disclosed above, None of the other Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is in any way, concerned or interested, financial or otherwise, in the said resolutions except to the extent of their shareholding in the Company, if any.

For Systematic Industries Limited
(Formerly known as Systematic Industries Private Limited)

Siddharth Rajendra Agarwal
Digitally signed by Siddharth Rajendra Agarwal
Date: 2026.09.25 15:42:05 +05'30'

Siddharth Rajendra Agarwal
Managing Director
DIN: 00515410
Place: Mumbai
Date: September 08, 2026

SYSTEMATIC

SYSTEMATIC INDUSTRIES LIMITED.

(Formerly Known as SYSTEMATIC INDUSTRIES PRIVATE LIMITED)

CIN: L27320MH2000PLC125313

Wires today. A stronger tomorrow

PROXY FORM

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

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/ We being the Member(s) of_________share(s) Systematic Industries Limited, hereby appoint:

1) _________________________of __________ having e-mail-id __________________or failing him

2) _________________________of __________ having e-mail-id __________________ or failing him

3)_________________________of __________ having e-mail-id __________________

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2026-27 Extra-Ordinary General Meeting of the Members of the Company to be held on October 01, 2026 at 12:00 P.M. at Runwal Heights, 1st Floor, L.B.S. Marg, Mulund West, Mumbai – 400080 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolution	For	Against
1	To create, offer, issue, and allot up to 14,88,600 (Fourteen Lakh Eighty Eight Thousand Six Hundred) Equity Share of the Company of face value of INR 10/- (Rupees Ten Only) each at an issue price of INR 228.00/- (Rupees Two Hundred and Twenty Eight only) each [including a premium of INR 218.00/- (Rupees Two Hundred and Eighteen Only) each] aggregating up to INR 33,94,00,800/- (Rupees Thirty Three Crore Ninety Four Lakh Eight Hundred Only) to the Allottees belonging to the Promoters Group and Non-Promoters, for cash and for consideration other than cash (share swap) on private placement and preferential basis pursuant to provisions of section 23(1)(b), 42, 62(1) (c) and other applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018, SEBI (LODR) Regulations, 2015 and other applicable laws:		

Signed this ……………. day of …………………….., 2026

Affix a Revenue Stamp

____________________ Signature of Shareholder

Signature of Proxy 1 Signature of Proxy 2 Signature of Proxy 3

POWER TRANSMISSION INFRASTUCTURE TELECOMMUNICATIONS AGRO-BASED INDUSTRIES

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
4. This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
7. This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
8. This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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ATTENDANCE SLIP

01/2026-27 EXTRA-ORDINARY GENERAL MEETING HELD ON OCTOBER 01, 2026

Registered Folio/ DP Id & Client Id No.	
Name and address of the shareholder(s)	
Name of Joint Member, if any	
No. of Shares Held	

I/ we certify that I am/we are member(s)/proxy for the member(s) of the Systematic Industries Limited.

I/We hereby record my/ our presence at the 01/2026-27 Extra-Ordinary General Meeting of the Members of the Company to be held on October 01, 2026 at 12:00 P.M. at Runwal Heights, 1st Floor, L.B.S. Marg, Mulund West, Mumbai – 400080.

____
Member's Folio/ DP ID/Client ID No

________________________ ________________________
Member's/ proxy's name in Block Letters Member's/ proxy's Signature

ROUTE MAP:

<u>VENUE: Runwal Heights, 1st Floor, L.B.S. Marg, Mulund West, Mumbai – 400080.</u>