NOTICE

NOTICE is hereby given that the **01/2024-25 Extra Ordinary General Meeting** of the Members of **Commercial Syn Bags Limited** will be held on **Friday the 10th January, 2025 at 11.45 A.M.** through **Video Conferencing ("VC") or Other Audio Video Means ("OAVM")** for which purposes the registered office of the company situated at Commercial House, 3-4, Jaora Compound, M.Y.H. Road, Indore (M.P.)-452001 shall be deemed as the venue for the Meeting and the proceedings of the 01/2024-25 Extra Ordinary General Meeting to transact the following businesses:

SPECIAL BUSINESS:

Item No.1:

To increase in the Authorised Capital of the Company and Alteration of the Capital Clause of the Memorandum of Association:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 13, 61, 64 and other applicable provisions, if any, of Companies Act, 2013 and the rules notified there under (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Articles of Associations of the Company the approval of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the company from Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crores Only) Equity Shares of Rs 10 /- each (Rupees Ten only) to Rs. 42,50,00,000/- (Rupees Forty Two Crore Fifty Lakhs Only) divided into 4,25,00,000 (Four Crores Twenty Five Lakhs Only) Equity Shares of Rs 10 /- each (Rupees Ten only) ranking pari passu with the existing equity shares of the company."

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

V. Every member of the company undertakes to contribute:

i. *to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have bee contracted before he ceases to be a member; and*
ii. *to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required*
iii. *The share capital of the company is* 42,50,00,000 *Rupees, divided into*

4,25,00,000	Equity Share of	10	Rupees each	

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such matters, deeds and things including filing of the forms and providing clarifications as may be necessary, proper or expedient to give effect to this Resolution."

Item No. 2:

For authorizing to the Board of Directors for issuance of Warrants Convertible into Equity Shares of Rs. 10/- each on a Preferential Basis to the Promoter's and Promoters Group of the Company.

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To Consider and, if thought fit, to convey assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 23, 62(1)(c) read with Section 42 of the Companies Act, 2013, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and the Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, *[SEBI (ICDR) Regulations]* the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, *[SEBI (LODR) Regulations]*, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 *[SEBI (SAST) Regulations]*, SEBI (Prohibition of Insider Trading) Regulations, 2015 *[SEBI (PIT) Regulations*] as amended from time to time and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed and subject to any approval, consent, permission and/or sanction of the other appropriate authorities, if any (hereinafter collectively referred to as "the appropriate authorities"), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "the requisite approvals"), which may be agreed by the Board of Directors of the Company (hereinafter called 'the Board') which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution, **the approval of members of the Company by way of Special Resolution be** and is hereby granted to create, offer, issue and allot **upto 20,00,000 Warrants of Rs.72/- each (Rs. Seventy Two Only)** Convertible into one Equity Share of Rs. 10/- (Rupees Ten only) of the Company at a premium of Rs.62/- (Rupees Sixty Two only) per share for every warrant each payable in cash aggregating **upto Rs.14,40,00,000/- (Rs. Fourteen Crores Forty Lakhs Only),** in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, the issue price is more than the minimum price and as certified by Statutory Auditor in accordance with the SEBI (ICDR) Regulations, 2018 for Preferential Issues of Shares/ Securities as contained in Chapter V of the SEBI (ICDR) Regulations, 2018, to the following person being Promoters and Promoter Group ("Proposed Allottee") who are eligible to participate in the preferential issue in such a manner and on upon the following basic terms and conditions;

Sr. No.	Name of Proposed Allottee	Category of the proposed Subscribers	No of Warrants of Rs. 72/- proposed for issuance/ allotment	No of equity shares of Rs. 10/- each are to be issued and allotted upon conversion of the warrants at a premium of Rs. 62 per share
1.	Shri Mohan Lal Choudhary	Promoter	2,50,000	2,50,000
2.	Shri Anil Choudhary	Promoter	2,50,000	2,50,000
3.	Shri Ravindra Choudhary	Promoter Group	2,50,000	2,50,000
4.	Shri Pramal Choudhary	Promoter Group	2,50,000	2,50,000
5.	Pravi Investments LLP	Promoter Group	10,00,000	10,00,000
	TOTAL		**20,00,000**	**20,00,000**

RESOLVED FURTHER THAT the aforesaid warrants shall be issued on the following terms and conditions:

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(a) The proposed warrants convertible into equity shares shall be issued on a preferential basis to the aforesaid proposed allottees at a price of Rs.72 (Rs. Seventy Two Only) per warrant and shall be issued and allotted by the Company to the aforesaid Proposed Allottees within a period of Fifteen (15) days from the date of passing of the special resolution by the members at their extra ordinary general meeting, provided that where the issue and allotment of the proposed Convertible Warrants are pending on account of pendency of any approval for such issue and allotment by the BSE Ltd, or NSE or any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals;

(b) Each Warrant is convertible into One (1) Equity Share, and the option for conversion may be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Convertible Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;

(c) In accordance with the provisions of Chapter V of ICDR Regulations, the Convertible Warrant subscription price equivalent to 25% (Rs.18/-) of the issue price (Rs.72/-) shall be payable at the time of subscription and allotment of Convertible Warrants, which would be adjusted and appropriated by the Company against the issue price of the resultant Equity Shares. The balance 75% (Rs.54/-) of the Warrant issue price (Rs.72/-) shall be payable by the warrant holder(s) before exercising the option for conversion of Warrants into equity shares within a period of 18 months from the date of allotment of warrants in one or more than one tranches;

(d) The warrant holder(s) shall be entitled to exercise the option of exercising any of the Convertible Warrants, thus applying for conversion of warrants in the ratio of one share of Rs. 10/- (Rs. Ten only) each per warrant at a premium of Rs. 62/- per share in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Convertible Warrants proposed to exercise for conversion along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares of Rs. 10/- each at a premium of Rs. 62/- per share and perform such actions as required to credit the said Equity Shares to the depository account and entering the name of the allottee in the records of the Company as the registered owner of such Equity Shares;

(e) The Convertible warrants shall be issued to the successful allottees shall be in dematerialized form Upon allotment of warrants.

(f) The Equity Shares to be so allotted on exercise of conversion of Warrants shall be in dematerialized form and 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 existing equity shares of the Company;

Provided that in case the company proposes Bonus/Right shares during the Conversion period, in such case, the respective entitlement of warrant holders for equity shares upon conversion of warrants held by each of them shall be adjusted proportionately.

(g) In the event that the entitlement against the warrants fails to exercise within the period of 18 (Eighteen) months from the date of allotment of the Convertible Warrants, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto, shall lapse, and expire and the amount paid on the allotment of warrants shall stand forfeited by the Company as per provisions of the SEBI (ICDR) Regulations, 2018;

(h) The Equity Shares so allotted upon arising from the exercise of the Conversion of Warrants shall be listed on Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

(i) The entire pre-preferential holding of the equity shares held by the allottees, Convertible Warrants being issued and the equity shares so allotted pursuant to the exercise of such

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conversion of Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;

(j) The Proposed Allottee shall pay the application money as well as the amount payablke on conversion of Convertible Warrants into equity shares to the company from their respective bank account, and in case of joint holders, the consideration shall be paid from the bank account of the person whose name appears first in the application;

(k) The Convertible Warrants allotted under this resolution shall not be tradable on any stock exchange;

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

(m) The Warrants proposed to be issued shall be subject to appropriate adjustment if, during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;

(n) The said Warrant Holders, until the exercise of conversion option and Equity Shares allotted, do not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;

(o) In accordance with the provisions of Reg. 162 of SEBI (ICDR) Regulations, 2018, the tenure of warrants shall no exceed 18 Months from the date of allotment of warrants;

(p) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT for the purpose of issuance of warrants convertible into equity shares the **"Relevant Date"** is determined and fixed by the Board is **Wednesday 11th December, 2025,** i.e. thirty days prior to the 01/2024-25 Extra-Ordinary General Meeting to be held on 10th January, 2025.

RESOLVED FURTHER THAT the equity shares so allotted on exercise of warrants in terms of this Resolution shall rank pari passu in all respects (including as to entitlement to participate in voting powers, dividend, bonus shares and right entitlement, if any) with the existing fully paid-up equity shares of face value of Rs. 10/- each of the Company, subject to the relevant provisions contained in the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of directors including a Committee thereof duly constituted by the Board (with power to delegate to any Officer of the Company), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription, listing and trading of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, RBI, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, monitoring agency and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions

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and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required and filing of corporate action for addition of new warrants and equity shares for change in the capital structure with the Central Depository Services (India) Ltd. and/or National Security Depository Limited and listing thereof with the stock exchange as may be required and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the aforesaid Securities, execution of documents related to utilization of the issue proceeds, and to do all acts, deeds and things in connection therewith and incidental thereto as the Board or Committee in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

Date: 14th December, 2024
Place: Indore
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Registered Office:
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By order of the Board

Anil Choudhary
Chairman & Managing Director
DIN 00017913

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NOTES:

1. Pursuant to general circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Extra Ordinary General Meeting ("EGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", and Circular SEBI/ HO/CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 issued by SEBI (collectively referred to as "MCA Circulars") permitted the holding of the EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Pursuant to the MCA Circulars issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars issued by the MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for Video Conference/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the EGM will be provided by CDSL.
6. In accordance with the aforesaid MCA Circulars and Master Circular No. SEBI/HO/CFD/POD2/ CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"),the Notice calling the EGM alongwith the Explanatory Statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and has also been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, and the 1/2024-25 EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for Video Conference/OAVM) i.e. www.evotingindia.com. However, if any specific request received from the members for demanding of the physical copy of the Notice of EGM will be provided by the company.
7. This EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued by MCA from time to time.
8. The recorded transcript of the forthcoming 01/2024-25 EGM shall also be made available on the website of the Company - www.comsyn.com as soon as possible after the Meeting is over.
9. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date **3rd January, 2025, (Friday)**.
12. CS Ishan Jain, Practicing Company Secretary and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore (F.R.No: S2021MP802300; M.No. FCS 9978 & C.P. No. 13032) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting at the 1/2024-25 EGM and remote e-voting process in a fair and transparent manner.
13. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the

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Meeting at its email ID investors@comsyn.com so that the information required may be made available at the Meeting.

14. The Members are requested to:
    a) - Intimate changes, if any, in their registered addresses immediately.
    b) - Quote their ledger folio number in all their correspondence.
    c) - Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Notice of EGM of the Company
15. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent **Bigshare Services Pvt. Ltd.**, Pinnacle Business Park, Office No S6-2, 6th floor, Mahakali Caves Road, Next to Ahura Centre, Andheri East, Mumbai, Maharashtra, India, 400093 having email Id investor@bigshareonline.com to receive the soft copy of all communication and notice of the meetings etc., of the Company.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
    - **For shares held in electronic form:** to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.
    - **For shares held in physical form:** to the Company's RTA in prescribed Form ISR -1 and other forms pursuant to SEBI master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May17, 2023 as per instructions mentioned in the form. The said form can be downloaded from the Members' Reference available on the Company's website https://www.comsyn.com/ under Standard documents for Investors and is also available on the website of the RTA.
17. In case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination and for any payment including dividend, interest or redemption payment in respect of such folios, only through electronic mode with effect from April 01, 2024.
    In compliance with SEBI guidelines, the Company sent communications intimating about the submission of above details to all the Members holding shares in physical form to the RTA/Company.
18. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request.
    In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://comsyn.com/investor-relation/investors-contact/ SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
20. **Voting through electronic means**
    Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.
    Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
    Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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i. The voting period begins on **7th January, 2025 (Tuesday)** and ends on **9th January, 2025, (Thursday)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **3rd January, 2025 (Friday)** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. Pursuant to Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023, under Regulation 44 of Securities and Exchange Board of India (LODR)) 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv. In terms of Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023, 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.comhome page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin.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	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will

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demat mode with **NSDL Depository**	open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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 22 55 33
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and 022- 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

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	• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

ix. Click on the EVSN for the relevant **Commercial Syn Bags Limited** on which you choose to vote.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d. The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

e. It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

f. Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@comsyn.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for Shareholders attending the EGM through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the 1/2024-25 EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@comsyn.com The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 (Seven) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
   If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
4. Members can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
   Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. **3rd January, 2025 (Friday)**, may obtain the login ID and password by sending a request at investor@bigshareonline.com A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **3rd January, 2025 (Friday)**, only shall be entitled to avail the facility of remote e-voting as well as e- voting at the EGM.
5. The Chairman shall, at the EGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the EGM but have not cast their votes by availing the remote e-voting facility.
6. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company - https://comsyn.com/ and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd. and National Stock Exchange of India Limited.
7. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents at the following address:
   M/s Bigshare Services Pvt. Ltd.
   Pinnacle Business Park, Office no S6-2 ,6th floor, Mahakali Caves Road , Next to Ahura Centre, Andheri East, Mumbai, Mumbai, Mumbai, Maharashtra, India, 400093
   Tel 022-6263 8200, 08069219060, E-mail: - investor@bigshareonline.com
   As the 01/2024-25 EGM is being held through VC, the route map is not annexed to this Notice.

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ANNEXURE TO NOTICE

EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013, read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 13 of the Share Capital and Debenture) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 and the SEBI (ICDR) Regulation, 2018 which sets out details relating to special business]

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice:

ITEM NO. 1:

The Board of Directors at their meeting held on 14th December, 2024 has decided to issue upto 20,00,000 (Twenty Lakhs) Warrants of Rs.72/- each convertible into 20,00,000 (Twenty Lakhs) equity shares of Rs. 10/- (Rs. Ten only) each issued at a premium of Rs.62/- (Rs. Sixty two only) per share for every warrant in the ratio of 1:1. In order to accommodate the issuance of equity shares pursuant to conversion of warrants, the present Authorized Share Capital is inadequate, therefore, it is required to increase suitably the Authorized Share Capital of the Company from Rs 40.00 Crores (Rs. Forty Crores) to Rs 42.50 Crores (Forty Two Crores Fifty Lakhs) as per Item No.1 of the Notice by way of Special Resolution by creation of additional 25.00 Lakhs (Twenty Five Lakhs) equity shares of Rs. 10/- each.
To give effect of the increase in the Authorized share capital it is required to alter the existing Clause V of the Memorandum by substitution with the new clause V as given in the Notice by way of Special Resolution.
The draft of the proposed amendments copy of the Memorandum of Association, will be available for inspection by the Members at the Registered Office of the Company on all working days from 10 A.M. to 5 P.M., except Sunday and on holidays, up to the date of Extra-ordinary General Meeting.
The Board recommends the Special Resolution as set out in Item No. 1 of the Notice for approval of the members of the Company.
None of the Directors / KMPs or their relatives shall be deemed to be interested or concerned financially or otherwise in the aforesaid resolution except as a shareholder of the company.

Item No.2

The Board of Directors of the Company ("Board") at their meeting held on 14th December, 2024, approved raising of funds aggregating upto Rs. 14,40,00,000 (Rs.Fourteen Crores and Forty Lakhs only) by way of issuance of upto 20,00,000 (Twenty Lakhs only) warrants, each convertible into, 1 (one) fully paid-up equity share of the Company of face value of Rs.10/- each at a price of Rs.72/- (Rs. Seventy Two only) each payable in cash ("Warrants Issue Price"), which may be exercised for conversion into equity shares in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the Proposed Allottees, by way of a preferential issue through private placement offer (the "Preferential Issue").

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI (ICDR) Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. 14,40,00,000 (Rs. Fourteen Crores Forty Lakhs

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only) by way of issuance of upto 20,00,000 (Twenty Lakhs only) warrants, each convertible into 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rs. Ten only) each at a price of Rs. 72/- (Rs. Seventy Two only) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company determined in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1. **Objects of the preferential issue**
   (a) The proceeds of the preferential issue will be utilized as elaborated in the following Clause (c).
   (b) Amount which the company intends to raise by way of issuance of the 20,00,000 (Twenty Lakhs) convertible warrants into equity shares aggregating Rs.14,40,00,000/- (Rs. Fourteen Crores Forty Lakhs) shall be raised in phased manner till July, 2026.
   (c) Proposed Utilisation of Fund towards the object of the issue:
   - The Company intends to utilise the net proceeds from the Preferential Allotment towards;
     (a) Purchase of Property, Plant and Equipment of the Company including its subsidiary(s) and associates – Upto Rs. 576.00 Lakhs;
     (b) Long-Term and Short-Term Working Capital Requirement of the Company including its subsidiary(s) – Upto Rs. 504.00 Lakhs; and
     (c) General Corporate Purpose – upto Rs. 360.00 Lakhs.
   - The proceeds of the preferential allotment shall be utilised within 2 years from the receipt of the respective amount positively.
   - While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of NSE Notice No. NSE/CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, 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 net proceeds at the discretion of the Board, subject to compliance with applicable laws.
   - Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest proceeds in the government securities, deposits with scheduled commercial banks.

2. **Maximum Number of specified securities to be issued**
   It is proposed to issue and allot in aggregate and up to 20,00,000 (Twenty Lakhs) Warrants of Rs.72 each (Rs. Seventy Two Only) convertible into 1 (One) equity share of Rs. 10/- (Rs. Ten only) each of the Company at a premium of Rs. 62/- (Rs. Sixty Two Only) per share of the company for every warrant in proportion of 1 (One) equity share for every 1 (One) Warrant.

3. **Intent of the promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:**
   The proposed allotment of warrants is to be made to the proposed allottees as described below:

S. No.	Name of the proposed Subscribers	Designation	Category	No of Warrants of Rs. 72/- per warrant proposed for allotment	No of equity shares of Rs. 10/- each to be issued upon conversion of the warrants at a premium of Rs. 62/- per share
1	Shri Mohan Lal Choudhary	-	Promoter	2,50,000	2,50,000
2	Shri Anil Choudhary	Chairman and Managing Director	Promoter	2,50,000	2,50,000
3	Shri Ravindra Choudhary	CEO	Promoter Group	2,50,000	2,50,000
4	Shri Pramal Choudhary	Senior Management	Promoter Group	2,50,000	2,50,000

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5	Pravi Investment LLP	-	Promoter Group	10,00,000	10,00,000
	Total			**20,00,000**	**20,00,000**

Apart from them no other Promoter & Promoter Group/Directors/CFO/Company Secretary/Key Managerial Personnel and senior management of the Company intend to subscribe to the Warrants under the Preferential Issue.

4. **Shareholding pattern of the issuer before and after the preferential issue**

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

S. No.	Category	Pre-Issue Shareholding as on 13th December, 2024		Post-Issue Shareholding	
		Equity Shares of Rs. 10/-		Equity Shares of Rs. 10/-	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	**Promoters Holding**				
A-1.	Indian Promoters				
	1. Individual/HUF	1,16,81,382	29.24	1,26,81,382	30.23
	2. Body Corporate	1,18,04,745	29.55	1,28,04,745	30.52
A-2.	Foreign Promoters				
	Sub Total (A)	**2,34,86,127**	**58.79**	**2,54,86,127**	**60.75**
B-1	**Public Shareholding**				
	1. Institutional Investors	0	0.00	0	0.00
	2. Mutual Funds	0	0.00	0	0.00
	3. Venture Capital Funds	0	0.00	0	0.00
	4. Alternate Investment Funds	0	0.00	0	0.00
	5. Foreign venture Capital Investors	0	0.00	0	0.00
	6. Foreign Portfolio Investors	8,161	0.02	8,161	0.02
	7. Financial Institutions/Banks	0	0.00	0	0.00
	8. Insurance Companies	0	0.00	0	0.00
	9. Provident Funds/Pension Funds	0	0.00	0	0.00
	10. Any Other	0	0.00	0	0.00
	Sub Total (B)(1)	**8,161**	**0.02**	**8,161**	**0.02**
B-2	**Central Government/ Statement Government(s) / President of India**	0	0.00	0	0.00
	Sub Total (B)(2)	**0**	**0.00**	**0**	**0.00**
B-3	**Non -Institutions**				
(a)	Directors and their relatives (excluding independent directors and nominee directors)	6,64,800	1.66	6,64,800	1.58
(b)	i. Individual Shareholders holding nominal share capital up to Rs. 2.00 lakhs	32,20,549	8.06	32,20,549	7.68
	ii. Individual Shareholders holding nominal share capital in excess of Rs. 2.00 lakhs	75,57,446	18.92	75,57,446	18.01
(c)	NBFCs Registered with RBI	0	0.00	0	0.00
(d)	Employee Trusts	0	0.00	0	0.00
(e)	Overseas Depositories (Holding DRs) (Balancing figure)	0	0.00	0	0.00
(f)	Any Other				
	1. Hindu undivided Family	10,40,085	2.60	10,40,085	2.48
	2. Clearing Members	1,89,518	0.47	1,89,518	0.45
	3. Non-Resident Indian	79,223	0.20	79,223	0.19
	4. Bodies Corporates	37,06,291	9.28	37,06,291	8.84
	Sub Total (B) (3)	**1,64,57,912**	**41.19**	**1,64,57,912**	**39.23**
	Total Public Shareholding (B)=(B1+B2=B3)	**1,64,66,073**	**41.21**	**1,64,66,073**	**39.25**

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C	Non Promoter-Non Public Shareholders	0	0.00	0	0.00
1	Custodian/DR Holder	0	0.00	0	0.00
2	Employee Benefit Trustee (Under SEBI (Share based Employee Benefits) Regulations, 2014	0	0.00	0	0.00
	Total Non-Promoter- Non Public Shareholder (C=C1+C2)	**0**	**0.00**	**0**	**0.00**
	Grand Total (A+B+C)	**3,99,52,200**	**100.00**	**4,19,52,200**	**100.00**

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

5. **Time frame within which the preferential allotment shall be completed:**

As mandated under SEBI (ICDR) Regulations, 2018, the Company will complete the allotment pursuant to this preferential issue within a period of **15 (fifteen) days** from the date when the shareholders' special resolution approving this preferential allotment is passed. However, where the allotment of the convertible warrants is pending on account of pendency of any approval for the preferential issue/ for such allotment by any regulatory/ statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

The conversion of the warrants into equity shares would be completed within a period of 18 (Eighteen) Months from the date of allotment of warrants into 1 (one) or more than 1 (One) tranche as may be required.

6. **Identity of Natural Persons who are the ultimate Beneficial Owners of the shares proposed to be allotted and/or having ultimate control of the proposed allottees:**

Details of Allottee	Category of Allottee	PAN	Pre-Issue holding & %	Number of Warrants convertible into Equity Shares proposed to be allotted	Post Issue holding & %	Name of Ultimate Beneficial Owners
Pravi Investments LLP	Promoter Group	AAUFP7304E	11,97,906 (3.00%)	10,00,000	21,97,906 (5.24%)	1) Shri Ravindra Choudhary – Designated Partner –49%. 2) Shri Pramal Choudhary– Designated Partner – 49%. 3) Commercial Syn Bags Limited (listed entity) – Partner - 2%

7. **The percentage of Post Preferential issue capital that may be held by allottee and change in control, if any, consequent to preferential issue:**

Sr. No.	Name of the proposed Allottee	Category	Holding pre-preferential issue		No. of warrants to be allotted	Holding post preferential issue after conversion of warrants (assuming full conversion)	
			No. of Shares	%		No. of Shares	%
1.	Shri Mohan Lal Choudhary	Promoter	19,17,000	4.80%	2,50,000	21,67,000	5.16%
2.	Shri Anil Choudhary	Promoter	17,97,825	4.50%	2,50,000	20,47,825	4.88%
3.	Shri Ravindra Choudhary	Promoter Group	11,53,800	2.89%	2,50,000	14,03,800	3.35%
4.	Shri Pramal Choudhary	Promoter Group	12,23,100	3.06%	2,50,000	14,73,100	3.51%
5.	Pravi Investments LLP	Promoter Group	11,97,906	3.00%	10,00,000	21,97,906	5.24%

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It is assumed that, all the proposed allottee shall subscribe for the warrants and exercise their option for conversion of warrants into equity shares and there shall be no change in the Management or control of the company pursuant to the proposed issue and allotment of convertible warrants, including conversion thereof into equity shares.

8. **Requirement as to re-computation of price:**
Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(2), 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.
However, the Company undertakes to re-compute the price of the warrants/ equity shares issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked in till the time such amount is paid by the allottees.

9. **Disclosure as specified in Schedule VI of the SEBI (ICDR) Regulation:**
Neither the Company nor its promoters nor its directors have been identified;
   - as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.
   - as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

10. **The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Name of the Proposed Allottee	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
Shri Mohan Lal Choudhary	Promoter	Promoter
Shri Anil Choudhary	Promoter	Promoter
Shri Ravindra Choudhary	Promoter Group	Promoter Group
Shri Pramal Choudhary	Promoter Group	Promoter Group
Pravi Investments LLP	Promoter Group	Promoter Group

11. **Certificate of Practicing Company Secretary:**
The Company has obtained the certificate from M/s Ishan Jain & Co., Company Secretaries, (FCS: 9978; C.P. No. 13032) Indore, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations. The certificate shall be made available online for inspection to the Members at the meeting and is made available on the website of the Company at www.comsyn.com

8. **Valuation for consideration other than cash:**
As the proposed preferential allotment is to be made for cash, the said provision is not applicable.

9. **The relevant date has been considered as (Wednesday) 11th December, 2024** for the purposes of determination of pricing of the equity shares to be issued/allotted upon the conversion/or exchange of convertible warrants have taken as 30 days prior to the Extra Ordinary General Meeting to be held on 10th January, 2025.

10. **The price or Price Band at/within which the allotment is proposed:**
The warrants are proposed to be issued at an issue price of Rs.72/- (Rs. Seventy Two only) being a price more than the minimum floor price **Rs.71.69** (Rs. Seventy One and Sixty Nine Paisa only) as determined as on the Relevant Date in accordance with the Regulation 164 of the SEBI (ICDR) Regulations, 2018 and other applicable laws.

11. **Basis or justification of the price (including premium, if any) at which the offer or invitation is being made & pricing of the preferential issue;**
The Equity Shares of Company are listed on platform of BSE Ltd. and National Stock Exchange of India Ltd. for a period of more than 90 trading days as on the relevant date i.e. Wednesday 11th December, 2024 and are frequently traded in accordance with the SEBI (ICDR) Regulations, 2018.

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In terms of the applicable provisions of SEBI (ICDR) Regulations the price at which warrants shall be allotted shall not be less than higher of the following:

a) **the 90 (Ninety) trading days'** volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchanges, preceding the Relevant Date per Equity Share is as follows:-

BSE Ltd	National Stock Exchange of India Limited
66.23	65.49

or

b) **the 10 (Ten) trading days'** volume weighted average price of the Equity Shares of the Company quoted on the Stock Exchanges, preceding the Relevant Date per Equity Share is as follows:-

BSE Ltd	National Stock Exchange of India Limited
71.68	**71.69**

However, as per the Explanation provided in Regulation 164 of SEBI (ICDR) Regulations, 2018 which states that, *"For the purpose of this Regulation, 'Stock Exchange' means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding 90 trading days prior to the relevant date."*

Since the highest trading turnover was recorded in **National Stock Exchange of India Limited**, the highest price of 90/10 trading days of NSE was considered as the minimum price.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

12. **Lock-in Period:**
The Warrants and Equity Shares arising out of conversion of Warrants shall be subject to a Lock-in for such period as specified under Regulation of the ICDR Regulations.

13. **Other Disclosures:**
   a) The Company is eligible to make the Preferential Issue of convertible warrants into equity shares under Chapter V of the SEBI (ICDR) Regulations;
   b) The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date;
   c) Neither the Company nor its directors or promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations, 2018.
   d) None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.
   e) The company further states and confirms that it has no outstanding dues which is payable to the SEBI, Stock Exchanges and the CDSL or NSDL, the depositories of the Company.

14. In terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 the following disclosures being provided which are not included in the aforesaid disclosures;
   (a) 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 –
   No allotment of shares or securities were made by the Company on preferential basis or otherwise during the previous year 2023-24 as well as financial year 2024-25 till date.
   (b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.
   Not Applicable, being proposed to be issued against consideration in cash only.

The Board of Directors recommends the **Special Resolution** as set out in Item No.2 of the Notice for the approval of the members of the Company.

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

Mr. Anil Choudhary, (DIN: 00017913), Chairman and Managing Director of the company, Mr. Ravindra Choudhary, CEO of the company and Shri Pramal Choudhary being the relative of Shri Anil Choudhary alongwith their relatives may be considered as interested financially or otherwise to the extent of

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warrants as may be allotted to them and converted into the Equity Shares of the Company and the Body Corporates in which they are directly/ indirectly interested and resulting changing in the voting rights. Except that none of the other Directors and KMP's and their relatives are interested or concerned in any manner in the said resolution.

As per Regulation 2(zc) of the SEBI (LODR) Regulations, the proposed transactions for issuance of warrants convertible securities which are subject to the compliances of the SEBI (ICDR) Regulations, 2018 therefore, the restriction as provided under the Regulation 23(4) for participation and absent from voting on the proposed resolution to the promoters and related parties are not applicable.

Further that section 188 the Companies Act, 2013 read with the Relevant Rules and applicable provisions does not includes the proposed preferential issue as a related party transaction. Therefore, all the promoters and related party are also eligible to participate and vote in the Item No. 2 of the notice of EGM.

Date: 14th December, 2024
Place: Indore
Commercial Syn Bags Limited
CIN: L25202MP1984PLC002669

Registered Office:
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By order of the Board

Anil Choudhary
Chairman And Managing Director
DIN 00017913

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