Syrma SGS Technology Limited

Regd. Office: Unit No. 601, 6th Floor, Floral Deck Plaza, MIDC, Andheri (East), Mumbai 400093
CIN: L30007MH2004PLC148165
Email: investor.relations@syrmasgs.com • **Website:** www.syrmasgs.com
Tel No: +91 22 4036 3000 • **Fax No:** +91 22 2829 1176

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of **SYRMA SGS TECHNOLOGY LIMITED** will be held on Tuesday, August 25, 2026 at 4.00 p.m. (IST) through **VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS** to transact the following business.

ORDINARY BUSINESS:

1. **To consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, along with the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, along with the report of the Auditors thereon.**

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

   "RESOLVED THAT the Standalone Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026 and the Reports of Auditors and the Board of Directors thereon, be and are hereby received, approved and adopted.

   RESOLVED FURTHER THAT the Consolidated Audited Financial Statements of the Company for the Financial Year ended on March 31, 2026 and the Reports of Auditors, be and are hereby received, approved and adopted."

2. **To declare dividend on Equity Shares for the financial year ended March 31, 2026.**

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

   "**RESOLVED THAT** a final dividend of ₹ 1.50/- (i. e. 15%) per equity share of ₹ 10/- each on 19,28,30,485 Equity Shares of ₹ 10/- each aggregating to ₹ 28,92,45,727.50 out of current year's profit, as recommended by the Board, be and is hereby declared for the financial year ended March 31, 2026.

   RESOLVED FURTHER THAT the dividend be distributed on the paid-up equity share capital to those shareholders whose names appear in the Register of Members of the Company as on August 18, 2026 or to their mandates and in respect of dematerialised shares, the dividend be paid based on the beneficial ownership as per the details furnished by the depositories for this purpose at the end of business hours on August 18, 2026."

3. **To appoint Mr. Jayesh Nagindas Doshi (DIN: 00017963), Director of the Company, who retires by rotation and has offered himself for re-appointment as a Director.**

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

   "**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Jayesh Nagindas Doshi (DIN: 00017963), who retires by rotation at this Annual General Meeting, being eligible has offered himself for re-appointment and approval of the members, be and is, hereby accorded for re-appointment of Mr. Jayesh Nagindas Doshi (DIN: 00017963), as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

4. **Ratification of remuneration payable to M/s. Umesh Sagta & Associates, Cost Accountants, Cost Auditors of the Company for FY 2026-27:**

   To consider and ratify the remuneration payable to Cost Auditor, and for that purpose to pass the following resolution, with or without modification(s), as an **ORDINARY RESOLUTION:**

   "**RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as amended from time to time, the Company hereby ratifies the remuneration not exceeding ₹ 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit payable to M/s. Umesh Sagta & Associates, Cost Accountants, Cost Auditors (Firm Registration No. 001801), as approved by the Board of Directors, to conduct the audit of cost records of the Company for the Financial Year 2026-27.

   RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all necessary acts, deed, and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable to give effect to this resolution."

5. **Re-appointment of Mr. Sandeep Tandon (DIN: 00054553) as an Executive Chairman of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of the Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company approval of the members be and is hereby accorded for the re-appointment of Mr. Sandeep Tandon (DIN: 00054553) as Executive Chairman for a period of 5 (five) years with effect from October 01, 2026, till September 30, 2031, liable to retire by rotation, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on July 29, 2026 on the terms and conditions of appointment and remuneration as mentioned in the explanatory statement, with a liberty and power to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment as agreed by and between the Board of Directors and Mr. Sandeep Tandon.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and are hereby authorised to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Sandeep Tandon within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Sandeep Tandon without any further reference by the Company in General Meeting.

RESOLVED FURTHER THAT the Board may, on recommendation of the Nomination and Remuneration Committee, alter, vary, or revise the remuneration within the overall limits approved by the shareholders and give annual increments during the tenure of his appointment within the limits allowed and in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the Company may pay remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT pursuant to the prescribed provisions of Regulation 17(6)(e) of the Listing Regulations and other applicable regulations, and subject to the maximum remuneration approved by the members, approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Sandeep Tandon, Executive Chairman, Promoter of the Company as per the requirements of Regulation 17(6)(e) of the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts and to take such steps as may be necessary, proper and expedient to give effect to this resolution."

6. **Appointment of Mr. Jayesh Nagindas Doshi (DIN: 00017963) as a Whole Time Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the shareholders be and is hereby accorded for appointment of Mr. Jayesh Nagindas Doshi (00017963) as the Whole Time Director and a Key Managerial Personnel of the Company for a term of 5(five) years till March 31, 2031, liable to retire by rotation, at a remuneration and such other terms and conditions mentioned hereunder as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on July 29, 2026 on the terms and conditions of appointment and remuneration as mentioned in the explanatory statement, with a liberty and power to the Board of Directors of the Company to alter and vary the terms and conditions of the said appointment as agreed by and between the Board of Directors and Mr. Jayesh Nagindas Doshi.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013 the Board of Directors be and are hereby authorised to vary and alter the terms of appointment including salary, commission, perquisites, allowances etc. payable to Mr. Jayesh Nagindas Doshi within such prescribed limit or ceiling and as agreed by and between the Company and Mr. Jayesh Nagindas Doshi without any further reference by the Company in General Meeting.

RESOLVED FURTHER THAT the Board may, on recommendation of the Nomination and Remuneration Committee, alter, vary, or revise the remuneration within the overall limits approved by the shareholders and give annual increments during the tenure of his appointment within the limits allowed and in accordance with the provisions of the

Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT in the event of no profit or the profit of the Company is inadequate, during the currency of tenure of managerial personnel, the Company may pay remuneration not exceeding the limit under section II of the Schedule V of the Companies Act, 2013 subject to the minimum remuneration as prescribed above including any statutory modifications or re-enactment thereof from time to time as prescribed by the Government.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and is hereby authorised to do all such acts and to take such steps as may be necessary, proper and expedient to give effect to this resolution."

7. To seek approval under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the resolution passed by shareholders of the Company in this regard, and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or amendment(s) or re- enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company where so ever situated, both present and future, and the whole or any part of the undertaking of the Company, in such manner as may be deemed fit, to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company in respect of the said Loans, shall not, at any time exceed to secure borrowings up to an aggregate limit of Paid up Capital, Free Reserves and Securities Premium, computed on year to year basis, as on March 31, 2026 aggregating to ₹ 2,955 crores (Rupees Two Thousand Nine Hundred Fifty Five Crores Only).

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary, proper and fit to give effect to the aforesaid resolution."

8. **To seek approval for raising of funds by issue of further shares/securities on preferential basis through private placement to Qualified Institutional Investors.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, ("Companies Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("ICDR Regulations") and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 10 each of the Company ("Equity Shares") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment thereof and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, Mumbai ("ROC") and/ or any other regulatory/statutory authorities, in India or abroad from time to time, (hereinafter singly or collectively referred to as the 'Appropriate Authorities') to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, the provisions of the Memorandum of Association ("MOA") and Articles of Association ("AOA") of the Company and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by Resolution), the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), with or without green shoe option, such number of Equity Shares of ₹ 10 each of the Company and/ or other securities convertible into Equity Shares or any combination thereof (hereinafter referred to as "Eligible Securities"), in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in foreign currency, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount up to and not exceeding ₹ 1,000 crores (Rupees One Thousand Crore only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of qualified institutional placement(s) ("QIP") of eligible securities in accordance with the provisions of Chapter VI of the ICDR Regulations and other applicable laws, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers ("QIBs") (as defined in the ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/ or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/ or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "Issue") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/ or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolutions:

a. the Securities proposed to be issued, offered and allotted shall be fully paid up and dematerialised and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Companies Act and other applicable laws;

b. the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

c. the number and/or price of the Equity Shares to be issued on conversion of securities convertible into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profits or reserves or any such capital or corporate re-organisation or restructuring; and

d. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.

RESOLVED FURTHER THAT in the event the proposed issuance of securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations:

a) the allotment of securities shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations ('QIBs');

b) the allotment of the Equity Shares, or any combination of Securities, as may be decided by the Board, shall be completed within 365 days from the date of passing of this special resolution or such other time as may be allowed under the ICDR Regulations, Companies Act, and/or applicable laws;

c) the Securities shall not be eligible to be sold by the allottee for a period of 365 days from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time under the ICDR Regulations;

d) The relevant date for determination of the pricing of Eligible Securities to be issued shall be:

   (i) in case of allotment of Equity Shares, the date of meeting in which the Board decides to open the issue, and/or,

   (ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board;

e) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations;

f) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two (in case the issue size is less than or equal to ₹250 crore) or five (in case the issue size is more than ₹250 crore), as applicable, or in a manner as may be prescribed from time to time under the ICDR Regulations;

g) no partly paid-up Equity Shares or other Securities shall be issued/allotted;

h) no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations;

i) the price determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:

   a. makes an issue of Equity Shares by way of capitalisation of profits or reserves, other than by way of dividend on Equity Shares;

   b. undertakes a rights issue of Equity Shares;

   c. consolidates its outstanding Equity Shares into a smaller number of Equity Shares;

   d. divides its outstanding Equity Shares including by way of stock split;

j) the tenure of any convertible or exchangeable securities issued through the QIP shall not exceed sixty months from the date of allotment; and

k) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions.

RESOLVED FURTHER THAT the securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange, or such other time except as may be allowed under the ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations. Furthermore, the tenure of convertible or exchangeable Securities issued shall not exceed sixty months from the date of allotment;

RESOLVED FURTHER THAT any issue of securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("QIP Floor Price"). Furthermore, the Board may, at its absolute discretion and in consultation with the lead managers / book running lead managers, also offer a discount of not more than 5% (five per cent) or such other percentage as may be permitted under applicable law to the QIP Floor Price under this approval of the shareholders of the Company by way of a special resolution.

RESOLVED FURTHER THAT the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised by the members of the Company to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

RESOLVED FURTHER THAT the issue to the holders of securities, which are convertible into or exchangeable with the Equity Shares at a later date, will be, inter alia, subject to the following terms and conditions:

a. In the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted will stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, will stand reduced pro tanto;

b. In the event the Company is making rights offer by the issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer, and such additional Equity Shares will be offered to the holders of the securities at the same price at which the same are offered to the existing shareholders;

c. In the event of a merger, amalgamation, takeover or any other reorganisation or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid will be suitably adjusted; and

d. In the event of consolidation of outstanding Equity Shares or reclassification of the securities into other securities and/or involvement in such other event or circumstances which in the opinion of the concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/ granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorised, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalisation and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilisation of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution. Furthermore, all actions taken by the Board, or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/ engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilising agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such eligible securities issued on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, in consultation with the lead manager, advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorised to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager, or other authorities or intermediaries involved in or concerned with the QIP or any other mode of issuance of Securities and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof, be and is hereby authorised by the members of the Company to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors (including for marketing, listing, trading and appointment of book running lead manager/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of Directors or any Director(s) or Officer(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue”

9. **To seek approval for payment of remuneration to Related Party.**

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company's Policy on Related Party Transactions and as recommended by the Audit Committee and Nomination & Remuneration Committee, and approved by the Board of Directors of the Company at its meeting held on July 29, 2026, consent of the Members of the Company be and is hereby accorded for the revision in remuneration paid to Mr. Ishaan Tandon, holding an office or place of profits in Syrma Technology Inc, USA, a wholly owned subsidiary of the Company as Manager - Strategy & Innovation, who is a Related Party as per section 2(76) of the Act, at a remuneration of $75,000/- (USD Seventy Five Thousand only) per annum and benefits as per policy of the Company effective from September 1, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any Committee authorised by the Board) be and is hereby authorised to vary, alter, or modify the terms and conditions of remuneration within the ceiling approved herein, in accordance with the internal Human Resource policies of the Company and applicable laws and; to do all such acts, deeds, matters, and things, including executing necessary agreements, documents, or filings with any regulatory authority, as may be required to give effect to this Resolution."

By order of the Board of Directors
For **Syrma SGS Technology Limited**

Sd/-
Bhabagrahi Pradhan
Company Secretary & Compliance Officer
(Membership No. F4921)

Place: Gurugram
Date: July 29, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of Item nos. 3 to 8 of the Notice set out above, is annexed hereto. The Board of Directors have considered and decided to include item nos. 4 to 8 as Special Business as they are unavoidable in nature. The relevant details as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") of person seeking appointment / re-appointment as Director is also annexed.

2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022, No. 09/2023 dated September 25, 2023, No. 09/2024 dated September 19, 2024, No. 03/2025 dated September 22, 2025 ("MCA Circulars"); Securities and Exchange Board of India vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD 2/P/CIR/2023/4 dated January 5, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 respectively, ("SEBI Circulars") and Secretarial Standard on General Meeting ("SS-2"), permitted convening the Annual General Meeting ("AGM"/Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue.

3. Since this AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5. Institutional/Corporate Members (i.e. other than individuals/ HUF/NRI etc.) are required to send scanned copy of Board Resolution authorising their representative to attend the AGM through VC / OAVM on its behalf and to vote through remote E-Voting to the Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). at the email address : rnt.helpdesk@in.mpms.mufg.com

6. The Company has fixed Tuesday, August 18, 2026, as the 'Record Date' for determining entitlement of Members to receive dividend for the financial year 2025-26, if approved at the AGM.

7. Final dividend as recommended by the Board of Directors, if approved by the Members, will be paid within a period of 30 days from the date of its declaration to those members whose names appear in the Register of Members as at the close of the business hours on Tuesday, August 18, 2026 in respect of shares held by them in physical form and whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of the business hours on Tuesday, August 18, 2026 in respect of shares held by them in dematerialised form.

8. Members who hold equity shares in physical form and desirous of availing Electronic Clearance Scheme (ECS) facility for direct credit of dividend to their bank account, may submit their request to the Company's RTA. Any query related to dividend should be directed to RTA.

9. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Investor Relations by e-mailing at investor.relations@syrmasgs.com or the Company's Registrar and Share Transfer Agent (MUFG Intime India Private Limited) by e-mailing at rnt.helpdesk@in.mpms.mufg.com for revalidation and encashment before the due dates. Members are requested to note that the dividend remaining unclaimed for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund. In addition, as per Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to Investor Education and Protection Fund.

10. In line with aforesaid MCA Circulars and SEBI Listing Regulations, 2015, the Notice of the 22nd AGM of the Company along with the Annual Report for the year 2026 is being sent only through electronic mode to those Members whose email addresses are registered with their respective Depository Participants ("DPs"), Company or Company's RTA. Members may note that the Notice of the AGM and the Annual Report for the year 2026 will also be available on the Company's website at http://syrmasgs.com, and also on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Company has published an advertisement in newspapers containing the details about the AGM i.e. date and time of AGM, venue of the AGM, availability of notice of AGM on the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

11. Members having more than one folio in identical names are requested to consolidate the same.

12. The Company has made necessary arrangements for the Members to hold their shares in dematerialised form. Members holding shares in physical form are requested to dematerialize their shares by approaching any of the DPs.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested and maintained under Section 189 of the Act, and the relevant documents referred to in this Notice will be available electronically for inspection by the Members on all working days between 9.00 a.m. and 11.00 a.m. up to August 25, 2026 being the date of the AGM. Members seeking to inspect such documents can send an email at: investor.relations@syrmasgs.com

14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

15. **Remote e-Voting Instructions for shareholders:**

    In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

   Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

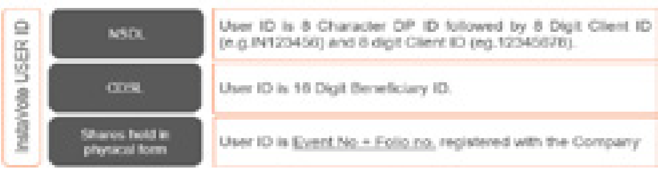
Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

C Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

16. **Other remote e-Voting Instructions for shareholders:**

    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 and Disclosure Requirements) Regulations, 2015 (as amended), and pursuant to the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (MUFG Intime) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by MUFG Intime.

    ii. Shareholders 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. Tuesday, August 18, 2026, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. 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 AGM and prior to the Cut-off date i.e. Tuesday, August 18, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part

    iv. The remote e-voting will commence on Friday, August 21, 2026, at 9:00 a.m. and will end on Monday, August 24, 2026, at 5:00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. Tuesday, August 18, 2026, may cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by MUFG Intime thereafter.

v. Once the vote on a resolution is cast by the member, he/she 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. Tuesday, August 18, 2026.

vii. The Company has appointed CS Mukesh Sharma (Membership No. A23205 and COP No. 23755) of M/s. Mukesh Sharma & Associates, Practicing Company Secretaries, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

17. The instructions for shareholders to attend the AGM through Video Conferencing/ Other Audio Visual means (VC/OAVM):

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.

Members are entitled to attend the AGM through VC/OAVM provided by RTA, MUFG Intime India Private Limited, by following the below mentioned process:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the Company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

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 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@syrmasgs.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@syrmasgs.com. These queries will be replied to by the Company suitably by email.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

18. 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 investor.relations@syrmasgs.com / rnt.helpdesk@in.mpms.mufg.com

    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.

19. Instructions for Income Tax compliances with respect to dividend:

    Pursuant to Income Tax Act, 2025, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can upload a yearly declaration in Form 121 along with PAN, on the link https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Monday, August 17, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

As per Section 262 of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 397(2) of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions are effective from July 1, 2023. Shareholders may visit https://www.incometax.gov.in/iec/foportal/ for FAQ issued by Government on PAN Aadhar linking.

Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may upload the above documents on https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html on or before Monday, August 17, 2026.

By order of the Board of Directors
For **Syrma SGS Technology Limited**

Sd/-
Bhabagrahi Pradhan
Company Secretary & Compliance Officer
(Membership No. F4921)

Place : Gurugram
Date : July 29, 2026

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

ITEM NO: 3

Under the provisions of Section 152 of the Act, at least one-third of the Directors who are liable to retire by rotation shall retire at every Annual General Meeting of the Company. Mr. Jayesh Nagindas Doshi, Non-Executive Director (DIN: 00017963) (Proposed to be appointed as a Whole Time Director in the ensuing AGM), of the Company, retires by rotation at this 22nd AGM, and has expressed his willingness for reappointment. The Company proposes to fill the vacancy at this 22nd AGM or any adjournment thereof by reappointing the retiring director, Mr. Jayesh Nagindas Doshi.

Mr. Jayesh Nagindas Doshi is interested in this resolution, and his relatives may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except for the above, none of the other Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed Resolutions mentioned at Item No. 3 of the Notice.

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in **Annexure-A** hereto.

ITEM NO: 4

The Board of Directors at its meeting held on July 29, 2026, on recommendation of the Audit Committee, approved and appointed M/s Umesh Sagta & Associates, Cost Accountants (FRN:001801) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, at a remuneration not exceeding ₹2,50,000/- (Rupees Two Lakhs Fifty Thousands only) plus all applicable taxes and reimbursement of expenses to him at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the consent of the members is sought to ratify the remuneration payable to the Cost Auditors.

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

The Board recommends the Ordinary Resolution at Item No. 4 for approval by the Members.

ITEM NO: 5

Mr. Sandeep Tandon (DIN: 00054553), has been appointed as the Executive Chairman of the Company for a period of 5 years from October 01, 2021, till September 30, 2026 by the members at the General Meeting of the Company held on November 30, 2021. The said five-year tenure of Mr. Sandeep Tandon as Executive Chairman is going to be completed on September 30, 2026.

Mr. Sandeep Tandon is a distinguished technology catalyst, entrepreneur, and angel investor with over 25 years of experience in the electronics manufacturing sector. He holds a Bachelor of Science in Electrical Engineering from the Andrew and Erna Viterbi School of Engineering, University of Southern California, and has completed the YPO Presidents' Program at Harvard Business School. He has previously been associated with Celetronix Inc., USA, and has played a pivotal role in nurturing startups across India and North America.

In addition to his leadership at the Tandon Group, Mr. Tandon is the co-founder of FreeCharge, which was acquired by SnapDeal in one of India's largest internet M&A transactions. He also serves as a Director of Infinx Technology Solutions Private Limited and as Independent Director in Aavas Financier Limited and 360 One WAM Limited. His ability to translate strategic vision into actionable growth plans has earned him recognition as a catalyst for innovation and business success.

During his tenure as Executive Chairman of the Company, Mr. Tandon has effectively steered Board deliberations, envisioned the Company's long-term growth trajectory, and ensured successful execution of both organic and inorganic expansion strategies. Under his stewardship, the Company has achieved significant progress and strengthened its market position.

Keeping in view the contribution of Mr. Sandeep Tandon, the Nomination and Remuneration Committee and the Board of Directors at their meetings held on July 29, 2026, has recommended re-appointment of Mr. Sandeep Tandon for a further period of 5 years, from October 01, 2026, till September 30, 2031, who shall be liable to retire by rotation, subject to the approval of shareholders.

The principal terms and conditions of appointment of Mr. Sandeep Tandon, including his remuneration are as given below:

a) **Salary and Allowances:** ₹ 3,00,00,000/- (Rupees Three Crores) per annum.

b) **Perquisites and benefits:**

   i. Club Membership: Admission and membership fees of One Corporate Club in India.

   ii. Medical insurance for self and family as per Rules of the Company.

   iii. Group Personal accident /medical policy as per Rules of the Company.

   iv. Leaves in accordance with rules framed by the Company.

   v. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.

   vi. Leave Travel Allowance in accordance with rules framed by the Company.

   In addition to the above, he shall also be entitled to following facilities necessary for the purposes of business, which will not be considered as perquisites:

   i. Company-provided car with driver, maintenance and fuel expenses;

   ii. Telephone(s) facility. However, for the personal use of car, the amount equivalent to the perquisite value of the car(s) as per Income Tax Act shall be recovered from him. Provided that the above remuneration be paid to Mr. Sandeep Tandon, Executive Chairman of the Company, under the above different heads which may be interchangeable either by operation of any law or due to amendment in any rules or schemes framed by the Company or otherwise in future as may be decided by the Company from time to time.

c) Commission:

   In addition to the Salary, Allowances and perquisites mentioned in a) and b) above, Mr. Sandeep Tandon, Executive Chairman shall be paid 1.00% (one percent) of Profit Before Tax of the Company as Commission in each financial year.

d) Annual increment in remuneration: The annual increment for Salary & Allowances mentioned in a), & b) above shall fall due on 01st April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee.

e) Other Terms and Conditions:

   i. Subject to overall superintendence, direction and control of the Board of Directors, Mr. Sandeep Tandon is entrusted with substantial powers of management of the Company and its subsidiaries. He shall look after the working and shall manage the affairs of the Company and its subsidiaries, as may from time to time be assigned to him by the Board of Directors of the Company.

   ii. For the discharge of duties, Mr. Sandeep Tandon shall report to and derive his authorities and functional responsibilities from the Board of Directors.

   iii. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.

iv. In the event of termination of appointment by the Company, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment or for three years whichever is shorter in accordance with the provisions of section 202 of the Companies Act, 2013.

v. In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Sandeep Tandon shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and other facilities (Communication & medical) as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time not exceeding the limit under section II of the Schedule V of the Companies Act, 2013. Remuneration for a part of the year shall be computed on a pro-rata basis.

vi. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) of the Company or its subsidiary.

vii. Contribution to provident fund, superannuation fund, annuity fund to the extent not taxable under Income Tax Act, 2025, Gratuity payable not exceeding half a month's salary and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration as per Schedule V of the Companies Act, 2013.

viii. Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imbursement of expenses including on entertainment and travelling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013.

ix. For the purposes of retirement benefits like Gratuity, Provident Fund, Earned Leave etc., the service of Mr. Sandeep Tandon, Executive Chairman of the Company will be considered in continuation of service from the date of his joining with the Company.

x. Mr. Sandeep Tandon, Executive Chairman may draw remuneration / part thereof from the Company, or wholly-owned subsidiary of the Company as approved by the Nomination and Remuneration Committee of the Company and Board of Directors and/or shareholders of the concerned subsidiary, as the case may be, as per the provisions of the Companies Act, 2013 and other applicable laws.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Sandeep Tandon as an Executive Director of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof.

Taking into consideration the size of the Company, his profile as Executive Chairman, the responsibilities shouldered by him and the industry benchmarks, the proposed remuneration to Mr. Sandeep Tandon is commensurate with the remuneration packages paid to similar senior level employees in the industry and other companies.

He has been associated with the Company since inception and holding various positions. The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Sandeep Tandon as required under the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring him from accessing the capital markets or restraining him from holding the position of Director in any listed company. Mr. Sandeep Tandon satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. These documents are available for inspection during business hour and at the meeting.

The fees or compensation payable to Mr. Sandeep Tandon is within the limits as specified under regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Additional Information on Director recommended for re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in **Annexure-A** hereto.

Mr. Sandeep Tandon is interested in this resolution, and Mr. Sudeep Tandon, Non-executive Director, being his brother and his relatives may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except for Mr. Sudeep Tandon and the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution at Item No. 5 for approval by the Members.

ITEM NO: 6

Mr. Jayesh Nagindas Doshi, has been acting as the Non-Executive Directors in the Company. In view of his extensive experience, industry knowledge, and continued contribution to the strategic growth and operations of the Company, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors , subject to approval of the shareholders has approved to designate/appoint Mr. Jayesh Nagindas Doshi as an Executive Director designated as Whole Time Director of the Company for a period of 5 years till March 31, 2031. Mr. Jayesh Nagindas Doshi shall be liable to retire by rotation.

The proposed change in designation from Non-Executive to Executive Director is intended to enable the Company to benefit more directly from his active involvement in the management and day-to-day affairs of the Company. As an Executive Director, Mr. Jayesh Nagindas Doshi will be entrusted with operational responsibilities and will play a key role in driving business strategy, growth initiatives, and overall management of the Company.

He has been associated with the Tandon Group since 2021 and holding the position of Non-Executive Director of the Company. The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Jayesh Doshi as required under the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring him from accessing the capital markets or restraining him from holding the position of Director in any listed company. Mr. Jayesh Nagindas Doshi satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. These documents are available for inspection during business hour and at the meeting.

The principal terms and conditions of appointment of Mr. Jayesh Nagindas Doshi, including his remuneration are as given below:

a) **Basic Salary:** ₹ 71,67,582/- per annum

b) **House Rent Allowance (HRA):** ₹ 35,83,791/- per annum

c) **Special Allowance:** ₹ 35,83,790/- per annum

d) **Performance Bonus / Incentive:** Up to ₹ 50.00 lakhs per annum, linked to performance parameters as approved by the Nomination and Remuneration Committee.

e) **Other Allowances, Reimbursements and Perquisites:**

i. Company-provided car with driver and fuel expenses.

ii. Telephone/ mobile (s) facility.

iii. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund as per the Policy of the Company.

iv. Medical insurance for self and family as per Rules of the Company/Group Personal accident /medical policy as per Rules of the Company up to ₹ 12,000/- per annum.

v. Leaves in accordance with rules framed by the Company.

vi. Gratuity payable shall be at a rate not exceeding 15 days' salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.

vii. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.

viii. Leave Travel Allowance in accordance with rules framed by the Company.

f) **Annual increment in remuneration**: The annual increment for Salary & Allowances mentioned above shall fall due on 01st April every year and shall be such amount as may be fixed by the Nomination and Remuneration Committee.

g) **Other Terms and Conditions**:

a. Subject to overall superintendence, direction and control of the Board of Directors, Mr. Jayesh Nagindas Doshi is entrusted with substantial powers of management of the Company and its subsidiaries. He shall look after the working and shall manage the affairs of the Company and its subsidiaries, as may from time to time be assigned to him by the Board of Directors/Executive Chairman of the Company.

b. For the discharge of duties, Mr. Jayesh Nagindas Doshi shall report to and derive his authorities and functional responsibilities from the Executive Chairman of the Company.

c. Either party may terminate the appointment by giving to the other, three calendar months' notice in writing.

d. In the event of termination of appointment by the Company, the Board of Directors shall determine the compensation on recommendation of Nomination and Remuneration Committee which shall not exceed an amount of remuneration for the remaining term of his appointment or for three years whichever is shorter in accordance with the provisions of section 202 of the Companies Act, 2013.

e. In the event of absence or inadequacy of profits in any financial year, during the currency of the tenure, Mr. Jayesh Nagindas Doshi shall be paid a minimum remuneration comprising of the Salary, Allowances, perquisites and other facilities as specified above as enhanced by the increments, as approved by the Board of Directors of the Company from time to time. Remuneration for a part of the year shall be computed on a pro-rata basis.

f. He shall not be entitled to any sitting fees for attending the meeting of Board of Directors or Committee(s) of the Company or its subsidiaries.

g. Contribution to provident fund, superannuation fund, annuity fund to the extent not taxable under Income Tax Act, 2025, Gratuity payable not exceeding half a month's salary and encashment of leave at the end of the tenure, shall not be included in the computation of ceiling on remuneration as per Schedule V of the Companies Act, 2013.

h. Subject to limits as prescribed in Company's Policies, he shall be entitled to re-imbursement of expenses including on entertainment and travelling incurred in the course of business of the Company, which will not be treated as an item of remuneration for the purpose of Section 197 of the Companies Act, 2013.

i. For the purposes of retirement benefits like Gratuity, Provident Fund, Earned Leave etc., the service of Mr. Jayesh Nagindas Doshi, will be considered in continuation of service from the date of his joining with the Company.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Jayesh Nagindas Doshi as a Whole-time Director of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof.

Additional Information on Director recommended for appointment/re-appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India is provided in **Annexure-A** hereto.

Mr. Jayesh Nagindas Doshi is interested in this resolution and his relatives may be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except for the above, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution

The Board recommends the Special Resolution at Item No. 6 for approval by the Members.

ITEM NO: 7

The Members are informed that the Company had earlier obtained approval of its shareholders to create charge/mortgage on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 for securing such borrowings upto a limit of ₹ 800 crores. As on March 31, 2026, the aggregate of paid up capital, free reserves and securities premium of the Company in terms of section 180(1)(c) of the Companies Act amounting to ₹ 2,955 crores and the Board of Directors of the Company may exercise their power to borrow money upto that limit.

In view of increased business requirements and its organic and in organic expansion plans the Company may be required to create charge, provide securities in favour of its bankers / lenders to secure the borrowings of the Company and support its subsidiaries.

Consequently, in terms of Section 180(1)(a) of the Companies Act, 2013, approval of the Members is required for creation of charge, mortgage and/or hypothecation on the assets of the Company to secure the said borrowings.

The proposed resolution is only an enabling authority in favour of the Board does not, by itself, result in any immediate borrowing or creation of charge. The Board will exercise these powers in the best interest of the Company as and when required.

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

The Board recommends the Special Resolution at Item No. 7 for approval by the Members.

ITEM NO: 8

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic expansion and achieving inorganic growth. Towards this, the Company continues to require capital for achieving such growth and expansion. Accordingly, the Company intends to undertake a capital raise by way of private offerings including one or more qualified institutional placement to eligible investors through an issuance of equity shares or other eligible securities and use the proceeds from the Issue, towards inter alia, capital expenditure, the prepayment and/or repayment of debts of the Company or its subsidiaries(s), working capital requirements of the Company or its subsidiaries(s), investment in the subsidiaries(s) and general corporate purposes.

Accordingly, as approved by the Board of Directors of the Company ('Board') at their meeting held on July 29, 2026 and in order to fulfill the aforesaid objects, it is hereby proposed to obtain an enabling approval for raising funds by way of issuance of equity shares of face value ₹ 10 ('Equity Shares'), and / or other securities convertible into Equity Shares (including warrants, or otherwise) in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1,000 crores (Rupees Thousand Crores Only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of qualified institutional placement of Equity Shares ('QIP') in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('ICDR Regulations') to the eligible investors through issue of placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/ circulars/memoranda in such a manner to any eligible person. The proposed special resolution seeks the enabling authorisation of the members of the Company to the Board, without the need of any further approval from the members, to issue and allot Securities in accordance with applicable laws.

The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorised committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 and other applicable laws.

The Board (including any duly authorised committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges'), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a qualified institutions placement:

i. the allotment of Securities shall only be made to qualified institutional buyers ('QIBs') as defined under ICDR Regulations;

ii. the Special Resolution enables the Board to issue Securities for an aggregate consideration not exceeding ₹ 1,000 crores (Rupees 1000 Crores Only) or its equivalent in any foreign currency;

iii. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the ICDR Regulations and applicable laws;

iv. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

v. the Company shall utilise at least 75% of the proceeds from the Issue (after adjustment of expenses related to the Issue, if any) ('Net Proceeds') towards, inter alia, capital expenditure, the pre-payment and / or repayment of debts of the Company or its subsidiaries(s), working capital requirements of the Company or its subsidiaries(s), investment in the subsidiaries(s), of the Company including applicable laws, regulations, rules and guidelines. The price at which Securities shall be allotted in the Issue shall not be less than the price determined in accordance with the ICDR Regulations;

vi. the price will be calculated as per the formula prescribed under the ICDR Regulations;

vii. the 'relevant date' for the purposes of pricing of the Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP of equity shares as eligible securities; and in case eligible securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed issue or the date on which the holders of such eligible convertible securities become entitled to apply for the equity shares as provided under the ICDR Regulations;

viii. the equity shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;

ix. the Company shall be eligible to make a QIP if any of its promoters or directors is not a fugitive economic offender;

x. the Promoters, member of the Promoter group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP;

xi. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;

xii. the Securities to be offered and allotted shall be in dematerialised form and shall be allotted on fully paid up basis;

xiii. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted from time to time.

xiv. the schedule of the QIP will be as determined by the Board or its duly authorised committee; and

xv. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

xvi. the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices to eligible investors as the Board in its absolute discretion deems fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board, in accordance with the SEBI ICDR Regulations and such other applicable laws, in consultation with book running lead manager and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Company is yet to identify the investor(s), decide the quantum of Securities to be issued to them, and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, timeline of the completion of allotment are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, to any persons other than the existing Members of the Company, such issuance shall be subject to a special resolution. Since the special resolution proposed may result in the issuance of Equity Shares of the Company to the existing Members of the Company and to persons other than existing Members of the Company, approval of the Members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations. There would be no change in control pursuant to the said issue of Securities. The Securities will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorised or where it is unlawful to do so.

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

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Item No. 9

Mr. Ishaan Tandon currently holds an office or place of profit in the Company as Manager-Strategy and Innovation. Mr. Ishaan Tandon is a relative (being Son) of Mr. Sandeep Tandon, Executive Chairman of the Company. Accordingly, pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, Mr. Ishaan Tandon is a Related Party to the Company. In terms of Section 188(1)(f) of the Companies Act, 2013 appointment or continuation of a Related Party to an office or place of profit in the Company at a monthly remuneration exceeding ₹ 2,50,000/- requires prior approval of the Shareholders by an Ordinary Resolution.

Mr. Ishaan Tandon earned the International Baccalaureate (IB) Diploma from Dhirubhai Ambani International School. He subsequently graduated from the University of Southern California (USC), earning a Bachelor of Science in Business Administration from the USC Marshall School of Business, with a minor in Engineering from the USC Viterbi School of Engineering.

He is the founder of Doc Express, a technology-driven venture developed to address inefficiencies in the printing industry. Recognising a market gap, he conceptualised and developed a mobile application that enables users to access quick printing solutions through GPS-based location services.

He is currently driving the technology driven business development initiatives at Syrma Technology Inc, a wholly owned subsidiary of the Company and he leads strategic business development, new-age lead generation, mergers and acquisitions, talent acquisition, and marketing initiatives while driving the Company's expansion into emerging technology sectors. Alongside his commercial responsibilities, he has led the conception, strategy, and execution of SyrmaOS, Syrma's proprietary digital quoting and supplier collaboration platform designed to transform the Company's end-to-end quotation process. Built as an in-house enterprise platform, SyrmaOS replaces third-party software and seamlessly integrates customer BOM management, supplier RFQs, bid evaluation, costing, approval workflows, and customer quotation generation into a single secure ecosystem.

Beyond the successful deployment of the platform, Mr. Ishaan has defined the strategic roadmap for SyrmaOS, overseeing a phased implementation approach that begins with controlled supplier onboarding before scaling across the entire supplier ecosystem. The roadmap includes automated supplier engagement, intelligent quote management, advanced conversion costing, lead-time optimisation, supplier performance scorecards, SAP and Salesforce integration, Build Portal connectivity, AI-driven business intelligence, and enterprise-grade resilience. This structured execution plan is designed to transform SyrmaOS from a quoting platform into the digital backbone of Syrma's commercial, sourcing, and manufacturing operations, supporting the Company's long-term digital transformation and scalable growth strategy.

Accordingly, the Board of Directors at its meeting held on July 29, 2026, based on the recommendation of the Audit Committee and Nomination & Remuneration Committee, approved the proposal and seeks approval from the Shareholders for the revision in the remuneration of Mr. Ishaan Tandon.

Disclosures prescribed under SEBI Circulars / Industry Standards & Companies Act, 2013

In compliance with SEBI Master Circulars / Guidelines for RPT disclosures and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the key details of the proposed transaction are set out below:

Sl No	Disclosure Parameter	Details / Description
1.	Name of the Related Party	Mr. Ishaan Tandon
2.	Name of the Director / KMP Related to Mr. Ishaan Tandon	Mr. Sandeep Tandon, Executive Chairman and Mr. Sudeep Tandon, Non-Executive Director
3.	Nature of Relationship	Mr. Ishaan Tandon is son of Mr. Sandeep Tandon, Executive Chairman.
4.	Type, Material Terms, and Tenure of Contract / Arrangement	Type: Revision in Executive Remuneration (Office or Place of Profit). Tenure: Effective from September 1, 2026 for a period of continuous employment. Terms: Standard terms of employment as applicable to executive personnel in the Company.
5.	Proposed Monitory Value / Remuneration Breakdown	Remuneration comprising of Fixed Salary, Perquisites & Allowances and Variable Pay upto an Aggregate Annual Value of $75,000/- per annum and other benefits as per policies of the Company.
6.	Percentage of Annual Consolidated Turnover	The proposed aggregate remuneration represents 0.01% of the annual consolidated turnover of the Company for the preceding financial year ended March 31, 2026.
7.	Justification for the Transaction and Benefit to the Listed Entity	• Qualifications & Experience: Mr. Ishaan Tandon holds bachelor's degree in science with around 2 years of industry & technology experience in EMS sector. • Expanded Responsibilities: The proposed revision aligns with Mr. Ishaan's expanded strategic role in driving business development & Technology activities of Syrma Technology Inc, subsidiary of the Company. • Retention & Commercial Rationale: The revision is necessary to retain key operational leadership and compensate for enhanced operational goals, ensuring long-term business growth and operational continuity.
8.	Arm's Length Pricing & External Valuation Benchmarking	The proposed remuneration structure has been evaluated with benchmarking data / internal compensation matrix for comparable executive roles within similar-sized listed entities. The Audit Committee has concluded that the proposed terms are on an Arm's Length basis and fair and reasonable.
9.	Executive Certification & Committee Review	The Audit Committee and Nomination & Remuneration Committee have reviewed and confirmed compliance, including necessary reviews of management evaluations/certifications.
10.	Availability of Valuation / External Benchmark Reports	The external benchmarking/evaluation report, if any, relied upon by the Audit Committee, will be made available electronically for inspection by Shareholders via their registered email addresses upon request.
11.	Counterparty Consolidated Turnover Share	Not Applicable (Transaction is with an individual employee).
12.	Financial / Other Interest of Directors & KMP	Mr. Sandeep Tandon, Executive Chairman and Mr. Sudeep Tandon, Director, are interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By order of the Board of Directors
For **Syrma SGS Technology Limited**

Sd/-
Bhabagrahi Pradhan
Company Secretary & Compliance Officer
(Membership No. F4921)

Place : Gurugram
Date : July 29, 2026

ANNEXURE A

Details of Director(s) seeking re-appointment at the Annual General Meeting (In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings)

Name of the Director	**Mr. Jayesh Nagindas Doshi**	**Mr. Sandeep Tandon**
Director Identification Number (DIN)	00017963	00054553
Category	Whole Time Director	Executive Chairman
Date of Birth	02-02-1965	17/05/1969
Age	61	57
Nationality	Indian	USA
Date of First Appointment on the Board	27/09/2021	29/12/2004
Relationship with other Directors, Managers and KMPs	None	Related to Mr. Sudeep Tandon (brother)
Qualification	Chartered Accountant, Bachelor of Law from Bombay University	Bachelor of science in electrical engineering, University of Southern California. YPO Presidents' Program from the Harvard Business School
Brief resume of the director	Mr. Jayesh has a total work experience of around 37 years, having started his career in 1986 and brings with him relationships with various stakeholders (Bankers / Lenders / Private Funds/ FII) & deep knowledge of Corporate and Structured Finance, M&A and Investments with his experience of having worked in divergent industries such as cement, shipping, offshore oil services, real estate, hospitality, pharma and Electronic Manufacturing & Services. He has been associated with the Tandon Group since January 2021. Besides his role with Syrma SGS, he has also been associated as the Investment Director of the Tandon Group where he is responsible for Organisation Development, Strategy and Capital Allocation. Mr. Jayesh is also responsible for leading the public market initiatives of the Tandon Group. He successfully led the Initial Public Offering ("IPO") of Syrma SGS in August 2022. The issue was oversubscribed 35 times and listed at a significant premium to IPO price. Prior to joining Tandon Group, Mr. Jayesh was the Whole Time Director & Group CFO of Dalmia Bharat Ltd, which has business interests in Cement (3rd largest in India), Sugar (5th largest in India) & Refractory (2nd largest in India). At Dalmia Bharat, he was responsible for capital allocation and overseeing the finance & strategic growth functions. Prior to that he had worked in leadership role with Panchshil Realty Group of Pune, Knowledge Infrastructure Group, DB Group, Ican Investments, Mercator Lines Limited and Ambuja Cements.	Mr. Sandeep Tandon is a distinguished technology catalyst, entrepreneur, and angel investor with over 25 years of experience in the electronics manufacturing sector. He has previously been associated with Celetronix Inc., USA, and has played a pivotal role in nurturing startups across India and North America. Co-founder of FreeCharge, which was acquired by SnapDeal.

Name of the Director	**Mr. Jayesh Nagindas Doshi**	**Mr. Sandeep Tandon**
Expertise in specific functional area	Finance & Accounting, Strategy & Planning, Legal, Identification of Risks, Stakeholder relations, Corporate Governance Policy Development	Business know-how, Experience in EMS industry, Strategy & Planning, Identification of Risks, Technology, Stakeholder relations.
Details of Board Meetings attended by the Director during the year	9 (Nine)	9 (Nine)
Terms and Conditions of re-appointment	As per the resolution at item no. 6 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Jayesh Doshi is proposed to be designated/ appointed as the Whole Time Director of the Company.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Sandeep Tandon is proposed to be reappointed as an Executive Chairman.
Details of remuneration sought to be paid	₹ 1.97 crores	₹ 3.00 crores per annum plus Commission at the rate of 1.00% (one Percent) of Profit Before Tax each financial year
Remuneration last drawn	ESOP worth of ₹ 14.35 crores.	₹ 3.25 crores
Membership of Committees of Syrma SGS Technology Limited	1. Risk Management Committee. 2. Stakeholder Relationship Committee	1. Corporate Social Responsibility Committee
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. Syrma Johari Medtech Limited 2. Elcome Integrated Systems Private Limited 3. Navicom Technology International Private Limited 4. Syrma SGS Designs and Manufacturing Private Limited	1. Aavas Financiers Limited 2. 360 One Wam Limited 3. JT Holdings Private Limited 4. Radical Plastics Private Limited 5. Infinx Technology Solutions Private Limited (formerly known as Infinx Services Private Limited) 6. Ebony Electronics Private Limited 7. Welltime Trading and Services LLP 8. Tancom Electronics Private Limited 9. Lite Bite Foods Private Limited 10. Lite Bite Travel Foods Private Limited 11. Lite Bite Foods Tres Private Limited
Name of listed entities from which the person has resigned in the past three years	None	None
Chairmanship / Membership of Committees of other Companies (other listed companies)	Nil	1. Aavas Financiers Limited – – Audit Committee (Member); – Nomination and remuneration committee (Member); – Stakeholders Relationship Committee (Chairperson). 2. 360 One Wam Limited – – Nomination and remuneration committee (Member); – Stakeholders Relationship Committee (Member); – Information Technology Strategy Committee (Chairperson).
Number of shares held in the Company	5,44,523	0