NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of M/s. SAMAY PROJECT SERVICES LIMITED will be held at 35/32, Olympic Colony, 1st Main Road, Mogappair, Chennai, Tamil Nadu – 600 050, on Friday, the 31st day of July 2026 at 11.00 AM through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the standalone and consolidated financial statements for the financial year ending March 31, 2026, together with the Board's Report and the Auditors' Report thereon.**

   "**RESOLVED THAT** the audited balance sheet as at March 31, 2026 and the Profit and Loss Account (Standalone and Consolidated) of the Company for the year ended on that date, together with Directors' Report and the Auditors' Report thereon as circulated to the Shareholders and laid before the meeting be received, considered, approved and adopted."

2. **To appoint a director in place of Mrs. Santhi Karthikeyan, Director (DIN: 01162199) who retires by rotation and being eligible, offers herself for re-appointment:**

   "**RESOLVED THAT** pursuant the provisions of Section 152 (6) of the Companies Act, 2013, Ms. Santhi Karthikeyan, Director (DIN: 01162199), who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation."

   "**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

SPECIAL BUSINESS:

3. **To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded for entering into the Contracts/ arrangement/ transactions by the Company with the respective related parties and for the maximum amounts per annum as appended in table below:

S. No	Name of the Related Party	Relationship	Maximum value of transaction to be entered per annum
1.	Samay BIOCNG Chittoor Private Limited	Wholly owned Subsidiary	Rs. 25 crores

   "**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

4. **To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:**

<u>**Approval of the Samay Employee Stock Option Plan 2026 ("SAMAY ESOP 2026")**</u>

"**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "LODR Regulations"), the Memorandum and Articles of Association of the Company, and all other applicable laws as amended from time to time, and subject to such other approvals, consents, permissions, and sanctions as may be required from any regulatory or statutory authority, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall include the Nomination and Remuneration Committee of the Board), the consent of the Members of the Company be and is hereby accorded to the adoption of the Samay Employee Stock Option Plan 2026 (the "Scheme" or "SAMAY ESOP 2026"), the terms of which are set out in the Explanatory Statement annexed to this Notice and in the Scheme document made available for inspection, for the grant of Employee Stock Options ("Options") to the eligible employees of the Company, on the terms and conditions set out therein."

"**RESOLVED FURTHER THAT** the total number of Options granted under the Scheme shall not exceed 3,00,000 (Three Lakh) Options in aggregate, representing approximately 1.92% of the fully diluted paid-up equity share capital of the Company as on the Effective Date, each Option being convertible into one (1) fully paid-up equity share of face value Rs. 10/- (Rupees Ten only) of the Company on payment of the Exercise Price."

"**RESOLVED FURTHER THAT** the equity shares allotted on exercise of Options shall be a fresh issue of equity shares by the Company and shall rank pari passu in all respects with the existing equity shares of the Company. The Scheme shall be implemented without the establishment of an ESOP Trust."

"**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee of the Board, designated as the Compensation Committee under Regulation 5 of the SBEB Regulations, be and is hereby authorised to administer and implement the Scheme, including identification of eligible employees, determination of the number of Options to be granted to each Option Holder, assignment of Option Holders, specification of Performance Conditions, issuance of Grant Letters, and administration of all vestings, exercises, lapses, forfeitures, and revocations in accordance with the Scheme and the SBEB Regulations."

"**RESOLVED FURTHER THAT** the Board (including the Nomination and Remuneration Committee) be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof to ensure compliance with applicable law, provided that any modification that is material under Regulation 7 of the SBEB Regulations or that is detrimental to the interests of existing Option Holders shall be placed before the Members for approval by Special Resolution."

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution **:**

Approval of Grant of Employee Stock Options to Employees of Subsidiaries of the Company under SAMAY ESOP 2026

"**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Act, the SBEB Regulations, the LODR Regulations, and all other applicable laws, and pursuant to the Special Resolution under Item No. 4 above, the consent of the Members of the Company be and is hereby accorded to the extension of benefits under the Samay Employee Stock Option Plan 2026 to the permanent employees of the subsidiaries of the Company (where applicable, present and future), with the Options for such employees being granted out of the overall ESOP Pool of 3,00,000 Options and not as a separate or additional pool, on such terms and conditions as the Nomination and Remuneration Committee may determine in accordance with the Scheme."

"**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and is hereby authorised to identify the eligible employees of the subsidiaries, determine the quantum of Options to be granted to each, and administer all aspects of such grants in accordance with the Scheme and the SBEB Regulations."

// By Order of the Board //

ANAND RAJAGOPAL
MANAGING

DIRECTOR

DIN: 01039615

Place: CHENNAI
Date: 30.06.2026