



To,
The Chief General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 512329

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated June 13, 2024.

We request you to kindly take the above information on your record.

Thanking you,
Yours faithfully,

For SG Mart Limited

Sachin Kumar
Company Secretary

Date: June 13, 2024
Place: Delhi

SG MART LIMITED

(formerly known as Kintech Renewables Limited)

Registered Office: H. No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi-110092
Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305
Tel: +91 - 9205556113 | Email: compliance@sgmart.co.in
Website: www.sgmart.co.in | CIN: L46102DL1985PLC426661



SG Mart Limited
(Formerly known as Kintech Renewables Limited)
CIN: L46102DL1985PLC426661

Regd. Office: House No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi -110092
Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305
Tel.: 011-22373437; **E-mail:** compliance@sgmart.co.in; **Website:** www.sgmart.co.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") under the Companies Act, 2013 ("the Act 2013") the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), as may be applicable and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), for obtaining approval of the members, by way of ordinary/special resolutions, through Postal Ballot, including electronic means (e-Voting), for the businesses as set out in this Notice.

The draft of the resolutions to be passed together with the statement of material facts explaining the reasons thereof, pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered e-mail IDs.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes through remote e-Voting by selecting appropriate options, in accordance with the provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulations.

The Company, for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

The detailed procedure for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, June 7, 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of

unclaimed shares held in Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations and Section 124 of the Act, 2013.

The Board of Directors (the Board) has appointed Shri Jatin Gupta, having Membership Number FCS 5651, COP No. 5236, Practising Company Secretary, Delhi, as the Scrutinizer, at its meeting held on Tuesday, April 16, 2024, for conducting the postal ballot process (voting through "electronic means") in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting by electronic means and cast their votes electronically during the voting period from Friday, June 14, 2024, 9.00 A.M (IST) to Saturday, July 13, 2024, 5.00 P.M (IST) by following the procedures as explained in the Notes herein below.

The Scrutinizer will submit his consolidated report on the results of voting by "electronic means" to any one of the directors/KMPs of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by any one of the directors/KMPs of the Company, as authorized, at its registered office/corporate office latest by Monday, July 15, 2024.

The last date of voting, i.e., Saturday, July 13, 2024 will be taken as the date of passing of the resolutions by the members of the Company.

Members requiring any clarification may contact Mr. Sachin Kumar, Company Secretary at the corporate office of the Company or through e-mail viz compliance@sgmart.co.in .

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Companies Act, 2013, are open for inspection at the Corporate Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Saturday, July 13, 2024.

Members may note that this Postal Ballot Notice will also be available on Company's website (www.sgmart.co.in) and the website of BSE Limited (www.bseindia.com) and National Securities Depository Limited ('NSDL')'s website (www.evoting.nsdl.com).

SPECIAL BUSINESSES

ITEM NO. 1: APPROVAL FOR APPOINTMENT OF STATUTORY AUDITORS TO FILL THE CASUAL VACANCY:

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 Sections 139 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Walker Chandiook & Co LLP, Chartered Accountants (FRN: 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual

vacancy caused by the resignation of M/s. Ashok Kumar Goyal & Co., Chartered Accountants (FRN-002777N), the predecessor statutory auditors of the Company, and to hold the office up to the conclusion of the 39th Annual General Meeting to be held in the year 2024 at a remuneration as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

ITEM NO. 2: APPROVAL FOR REVISION IN REMUNERATION PAYABLE TO SHRI SHIVKUMAR NIRANJANLAL BANSAL (DIN: 09736916) WHOLE-TIME DIRECTOR (JOINT MD) 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 furtherance to the resolutions passed by the members of the Company dated May 5, 2023, pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the approval of the Board, consent of the members be and is hereby accorded for payment of remuneration with effect from April 1, 2024 till the end of his current tenure of appointment i.e. April 2, 2026, to Mr. Shivkumar Niranjlanl Bansal, Whole-time Director & Joint MD of the Company as follows:

A. Salary: Upto ₹1.5 Crore per annum as decided by the Board from time to time w.e.f. April 1, 2024 within the said cap for remaining tenure i.e. till April 2, 2026.

B. Benefits, perquisites & Allowances: Upto ₹50 Lacs p.a. which shall include the following:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; ESOP; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Shivkumar Niranjlanl Bansal.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of payment of remuneration to Shri Shivkumar Niranjlanl Bansal within the overall approved limit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

ITEM NO. 3: APPOINTMENT OF MS. NEERU ABROL (DIN: 01279485) AS A NON-EXECUTIVE, INDEPENDENT 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 Ms. Neeru Abrol (DIN: 01279485), who was appointed as an Additional Director of the Company with effect from April 16, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Ms. Neeru Abrol (DIN: 01279485), who has submitted a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years w.e.f. April 16, 2024 be and is hereby approved.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

ITEM NO. 4: APPOINTMENT OF MR. DUKHABANDHU RATH (DIN: 08965826) AS A NON-EXECUTIVE, INDEPENDENT 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 Mr. Dukhabandhu Rath (DIN: 08965826), who was appointed as an Additional Director of the Company with effect from April 16, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of

Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Mr. Dukhabandhu Rath (DIN: 08965826), who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years w.e.f. April 16, 2024 be and is hereby approved.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**By order of the Board of Directors
For SG Mart Limited**

**Sd/-
Sachin Kumar
Company Secretary**

**Place: Delhi
Date: June 13, 2024**

NOTES FOR MEMBER'S ATTENTION:

- (1) A Statement of material facts pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto.
- (2) Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, June 7, 2024 (cut-off date).
- (3) The Notice is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members may note that the Postal Ballot Notice will also be available on the Company's website at www.sgmart.co.in, Stock Exchange's website (www.bseindia.com) and National Securities Depository Services Limited ('NSDL')'s website <https://www.evoting.nsdl.com>. Any member seeking e-copy of this notice may write to us at compliance@sgmart.co.in.
- (4) MCA vide its relevant circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- (5) Member(s) whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (6) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members holding shares in physical form can opt for only one mode of voting, i.e., e-Voting.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (10) A member cannot exercise his / her vote by proxy on Postal Ballot.
- (11) The Board of Directors has appointed Shri Jatin Gupta, having Membership Number FCS 5651, COP No. 5236, Practising Company Secretary, Delhi, as Scrutinizer to conduct the Postal Ballot voting process through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit his report to the Chairman or any one of the directors/KMPs as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.sgmart.co.in and communicated to BSE Limited.
- (13) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Saturday, July 13, 2024.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future

communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting

	<p>page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="760 363 1258 667" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatinfcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@sgmart.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@sgmart.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE – A**DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED**

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of the Director	Ms. Neeru Abrol	Shri Dukhabandhu Rath
DIN	01279485	08965826
Age	69 Years	63 Years
Date of Birth	07/02/1955	27/11/1960
Nationality	Indian	Indian
Date of first appointment on the Board	16/04/2024	16/04/2024
Educational Qualification	Chartered Accountant	CAIIB and B.A. (HONS)
Brief profile	Enclosed	
Terms and Conditions of appointment or reappointment along with details of last remuneration sought to be paid	Appointment as Non-Executive Independent Director for a period of 5 years w.e.f. April 16, 2024	Appointment as Non-Executive Independent Director for a period of 5 years w.e.f. April 16, 2024
No. of Equity Shares held in the Company as on 31st March, 2024	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None
Number of meetings of the Board attended during the year	NA	NA
Details of remuneration sought to be paid and the remuneration last drawn by such person	As an Independent Director, she is entitled to sitting fees for attending meetings of the Board/ Committee.	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee.
Listed entities from which the person has resigned in the past three years	1. TCNS Clothing Co. Limited 2. Apollo Tricot Tubes Limited	1. GVFL Limited

Ms. Neeru Abrol		Shri Dukhabandhu Rath	
Name of the listed entities along with Other Companies in	*Chairpersonship/ Membership of Committees of other	Name of the listed entities along with Other Companies in	*Chairpersonship/ Membership of Committees of other

which he holds the directorship	Board	which he holds the directorship	Board
Ganesha Ecoverse Limited	Audit Committee-Member	SG Finserve Limited	1. Audit Committee-Member 2. Stakeholders Relationship Committee-Member
APL Apollo Tubes Limited	Audit Committee-Member	K. P. Energy Limited	None
Apollo Pipes Limited	1. Audit Committee-Member 2. Stakeholders Relationship Committee-Chairperson	Falcon Marine Exports Limited	None
SMC Global Securities Limited	None	Shiva Pharmachem Limited	None
Apollo Metalex Private Limited	Not Applicable	-	-
Stecol International Private Limited	Not Applicable	-	-

**Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee of the public companies have been considered.*

Brief Profiles:

Ms. Neeru Abrol

Ms. Neeru Abrol is a Chartered Accountant by profession with over four decades of rich experience in Finance and Management. She served first as Director (Finance) and then as Chairperson and Managing Director of National Fertilizers Limited (NFL) between 2007 to 2015, the second largest urea producer in the Country with a market share of 16%. Prior to NFL, she worked with Steel Authority of India for 25+ years and held various leadership positions.

She is presently serving as an Independent Director on the Boards of APL Apollo Tubes Limited, Apollo Pipes Limited, SMC Global Securities Limited, Ganesha Ecoverse Limited, Apollo Metalex Private Limited, Stecol International Private Limited, and as Governing Council Member of Non-profit Organisations like Talent Nomics India, Global Counter Terrorism Council.

She has also been on the Boards of IDBI Bank, IFCI Venture Capital Funds Ltd., IFCI Infrastructure Development Ltd, East Delhi Waste Management Company Ltd, Dakshin Dilli Swachh Initiatives Ltd,

RDF Power Projects Ltd., Jindal United Steel Ltd., Ramagundam Fertilizers Co. Ltd., Urvarak Videsh Ltd, SAIL Bansal Service Centre Ltd. etc.

She has been the recipient of multiple awards over her illustrious career: 'Business Achiever' twice in 2011 and 2014 by Institute of Chartered Accountants of India, 'Outstanding Woman Manager' in Public Sector Enterprises maiden award by SCOPE for 2010-11, Greatest Corporate leaders of India Award in 2014, to name a few.

Mr. Dukhabandhu Rath

Shri Dukhabandhu Rath is a Senior top Executive Banker with almost 4 decades of meritorious service in the Indian Banking Industry out of which he served State Bank of India (SBI) for 36 years. He joined SBI in 1984 as a Probationary Officer (Scale 1). Earlier, he served in two other Public Sector Banks. As a business leader and results-driven professional a wide variety of roles and assignments have been handled by him successfully at the Corporate Office, Independent Circles, Regional Offices and other operational assignments of SBI in India and abroad.

He was recognized as a Top Performer in SBI and has won several honors, awards and recognitions. He has a proven track record of consistently exceeding business, financial and operational targets whilst ensuring compliance with highest service standards and operational efficiencies. The various roles encompassed identifying, developing and implementing innovative banking practices to achieve growth combined with risk mitigation.

Shri Dukhabandhu Rath has acquired hands-on experience in providing a long-term vision and creative strategic focus towards achieving business goals and overseeing long-term budgetary planning and costs management in alignment with SBI's strategic plan during his tenure. He handled implementation of Corporate Social Responsibility in SBI Ahmedabad Circle comprising of Gujarat and 3 Union Territories. He has handled Corporate Governance, Commercial Banking, Retail Banking, International Banking, Operations, Human Resources Management, Industrial Relations Management & Corporate Relationship in his long career.

The key assignments handled by him include Chief General Manager of Bank's most successful Ahmedabad Circle comprising of Gujarat and 3 Union Territories (Circle was Ranked No 1 Pan India in overall efficiency) for 3 years, Chief General Manager (Operations) of the National Banking Group) at the Bank's Corporate Office in Mumbai, General Manager of a Network in Uttar Pradesh, DGM and Head of Human Resources and Industrial Relations Management for the States of Bihar & Jharkhand, CEO of Bank's operation in Bangladesh and a number of other operational assignments of the Bank in Odisha.

He is Certified Associate of Indian Institute of Bankers and trained on IT Security by IDRBT.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under Items no. 1, 2, 3 and 4 of the accompanying Notice:

ITEM NO. 1

The Members of the Company at its 37th Annual General Meeting held on 29th September, 2022 had appointed M/s. Ashok Kumar Goyal & Co., Chartered Accountants (FRN-002777N) as the Statutory Auditors of the Company to hold office from the conclusion of 37th AGM till the conclusion of 42nd Annual General Meeting of the Company.

M/s. Ashok Kumar Goyal & Co., Chartered Accountants vide their letter dated April 13, 2024 resigned from the position of Statutory Auditor of the Company effective from April 16, 2024, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on April 16, 2024, as per the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, appointed M/s. Walker Chandiook & Co. LLP, Chartered Accountants (FRN- 001076N / N500013), to hold office as the Statutory Auditor of the Company till the conclusion of 39th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. Ashok Kumar Goyal, Chartered Accountants, subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. In terms of the provisions of Section 139(8) of the act, any casual vacancy in the office of an auditor shall, in the case of a company other than a company whose accounts are subject to audit by an auditor appointed by the Comptroller and Auditor-General of India, be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting. Accordingly, this appointment made by the Board is being put up before the members for consideration.

The Company had received consent letter and eligibility certificate from M/s. Walker Chandiook & Co. LLP, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s. Ashok Kumar Goyal, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

The Board of Directors recommends the resolution as set out in Item No. 1 of this notice to be passed as Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

ITEM NO. 2

The Board of Directors of the Company on April 3, 2023, had appointed Shri Shivkumar Niranjnall Bansal (DIN: 09736916) as Whole-Time Director (Joint MD) of the Company for a period of three years with effect from April 3, 2023 at an overall remuneration of ₹1.25 Crores p.a. and perquisites & Allowances upto ₹25 Lakhs p.a., which was further approved by the members of the Company on May 5, 2024 through Postal Ballot.

Keeping in view of the profile being handled by Shri Shivkumar Niranjnall Bansal and his contribution in the growth of the Company, a need was felt to suitably revise the current remuneration being drawn by him to a level that is commensurate with the responsibilities of the Joint MD, scale of the Company's operations and industry standards. Accordingly, the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee, in their respective meetings held on April 16, 2024, approved the following revised remuneration w.e.f. April 1, 2024 for remaining period of i.e. till April 2, 2026:

A. Salary: Upto ₹1.50 Crore per annum as decided by the Board from time to time w.e.f. April 1, 2024 within the said cap for remaining tenure i.e. till April 2, 2026.

B. Benefits, perquisites & Allowances: Upto ₹50 Lacs p.a. which shall include the following:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; ESOP; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Shivkumar Niranjnall Bansal.

The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated May 5, 2023.

The proposed remuneration is within the limits prescribed under Section 197 read with Schedule V of the Companies Act, 2013.

The Board while considering the recommendation of the Committee also considered the remuneration being paid to the ED/CEOs/MDs of peer group companies in the industry, the contributions made by Shri Shivkumar Bansal in the growth of the Company in making it a market leader in the industry with commendable and consistent performance over the last year. It was accordingly deemed necessary to increase his remuneration adequately to a level commensurate with the responsibilities handled by him

and the contributions made. This explanatory statement along with the resolution may be treated as written memorandum setting out the terms of remuneration of Shri Shivkumar Niranjnall Bansal under Section 197 of the Act.

The Board of Directors recommends the Special Resolution at Item No. 2 of the accompanying Notice, for the approval of the Members of the Company.

Except Shri Shivkumar Niranjnall Bansal, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 3

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on April 16, 2024, appointed Ms. Neeru Abrol (DIN: 01279485), as an Additional Director and designated him as an Independent Director of the Company for a term of 5 (five) years, w.e.f. April 16, 2024, subject to approval of the members of the Company.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is required to obtain approval of shareholders for the appointment of a Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, this proposal is being brought before the members for consideration through postal ballot keeping in mind the above timelines.

Ms. Neeru Abrol has submitted a declaration in prescribed Form DIR-8 to the effect that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Ms. Neeru Abrol is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 (“the Act”) proposing the candidature of Ms. Neeru Abrol for the office of Director of the Company. Further the company has also received from her declaration regarding meeting criteria of independence as per Section 149(7). She is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Corporate Office of the Company during business hours on any working day and is also available on the website of the Company www.sgmart.co.in.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the accompanying Notice, for the approval of the Members of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Ms. Neeru Abrol forms part of this notice.

Except Ms. Neeru Abrol herself, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on April 16, 2024, appointed Shri Dukhabandhu Rath (DIN: 08965826), as an Additional Director and designated him as an Independent Director of the Company for a term of 5 (five) years, w.e.f. April 16, 2024, subject to the approval of members of the Company.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company is required to obtain approval of shareholders for the appointment of a Director at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Accordingly, this proposal is being brought before the members for consideration through postal ballot keeping in mind the above timelines.

Shri Dukhabandhu Rath has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Shri Dukhabandhu Rath is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 (“the Act”) proposing the candidature of Shri Dukhabandhu Rath for the office of Director of the Company. Further the company has also received from him declaration regarding meeting criteria of independence as per Section 149(7). He is registered with the database of independent directors maintained by IICA.

A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Corporate Office of the Company during business hours on any working day and is also available on the website of the Company www.sgmart.co.in.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice, for the approval of the Members of the Company.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Shri Dukhabandhu Rath forms part of this notice.

Except Shri Dukhabandhu Rath himself, none of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

***By order of the Board of Directors
For SG Mart Limited***

**Place: Delhi
Date: June 13, 2024**

**Sd/-
Sachin Kumar
Company Secretary**