



SINTERCOM

SINTERCOM INDIA LIMITED

CIN: L29299PN2007PLC129627

Registered Office: Gat No.127, At Post Mangrul, Taluka Maval (Talegaon Dabhade) Pune-410507

Tel.: +91-20-4852-2679 Telefax: +91-20-4852-2698

Email: investor@sintercom.co.in Website: www.sintercom.co.in

NOTICE OF THE POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management and Administration) Rules, 2014, each as amended]**

Voting Starts on	Voting ends on
16 th February, 2024	17 th March, 2024

Dear Member (s)

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary Resolution, as applicable, by way of postal ballot only through voting by electronic means only. (Remote e-voting).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on Thursday, February 08, 2024 ("Cut-off date").



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Members may note that the Notice of Postal Ballot is uploaded on the Company website at www.sintercom.co.in ; websites of the Stock Exchanges i.e., National Stock Exchange of India Ltd (“NSE”) at www.nseindia.com respectively and on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com . In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self- addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of National Securities Depository Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.sintercom.co.in .

The Board of Directors of the Company, at its meeting held on February 01, 2024, have appointed Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. KANJ & Co. LLP, Practicing Company Secretaries (email id: sunil.nanal@kanjcs.com) Address: Aishwarya Sankul, Near Joshi Railway Museum Kothrud, Pune- 411038, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot, through e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted.

The members shall exercise their right to vote on the matter included in the notice of the Postal Ballot by electronic means i.e., through e-voting services provided by NSDL. The e-voting period will commence on Friday, February 16, 2024 at 09.00 A.M. (IST) and will end on Sunday, March 17, 2024 at 05.00 P.M. (IST). Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. (IST) on Sunday, March 17, 2024. E- Voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or in his absence, any Director/any other person authorised by the Board of Directors of the Company. The results of the e-voting by Postal Ballot (with the Scrutinizer's report) will be announced by the Chairman of the Company or any Director/any other person authorized by the Board, on or before Tuesday, March 19, 2024. The results of the Postal Ballot will be posted on the Company's website at www.sintercom.co.in and the website of NSDL at www.evoting.nsdl.com and will be displayed on the Notice Board of the Company at its Registered Office. The results will also be intimated to the Stock Exchanges.



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The Resolutions, if passed, with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e., Sunday, March 17, 2024.

Special Business

Item No: 1: To Consider the Alteration in the Article of Association of The Company and if thought fit, pass the following resolution as an Ordinary Resolution, with or without modification(s);

“RESOLVED THAT pursuant to the provisions of Section 5 and 14, and other applicable provisions, if any, of the Act, and such other approvals, consents, permissions, sanctions as may be necessary, the consent of the member of the Company be and is hereby accorded for altering the bylaws of the Company presently contained in the Articles of Association of the Company with new bylaws as contained in the amended and restated Articles of Association of the Company. The copy of the amended and restated Articles of Association of the Company placed before the members and initialled by the Chairman of the Board of Directors of the Company for the purposes of identification, be and is hereby approved which are in substitution for and to the exclusion of all the previous Articles of Association of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution Mr. Jignesh Raval Managing Director or Mr. Pankaj Bhatawadekar Chief Financial Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing all such documents as may be required to be filed or submitted with the Registrar of Companies or any other concerned authorities as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

Item No: 2 To consider the appointment of Mrs. Revati Mahesh Purohit (DIN- 08765890) as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as an Ordinary Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment thereof), the Articles of Association of the Company, approvals, and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Revati Mahesh Purohit (DIN: 08765890), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 01st February, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till 31st January, 2029, and that he shall not be liable to retire by rotation.”





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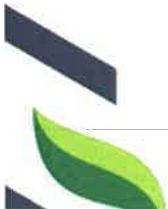
“RESOLVED FURTHER THAT Mr. Jignesh Raval, Managing Director and/ or Mr. Pankaj Bhatawadekar, Chief Financial Officer be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

By Order of the Board of Directors
Sintercom India Limited

Jignesh Raval
Managing Director
DIN: 01591000



Date: 01st February, 2024
Place: Pune



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Notes for Members attention:

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Link Intime India Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Thursday, February 08, 2024 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/ RTA/ Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Thursday, February 08, 2024.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut- Off Date should treat this Notice for information purposes only. It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.
4. Members may download the Notice from the website of the Company www.sintercom.co.in ; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd at www.nseindia.com respectively and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rule s, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
6. The remote e-voting shall commence on Friday, February 16, 2024 at 09.00 A.M. (IST) and will end on Sunday, March 17, 2024 at 05.00 P.M. (IST). During this period, Members of the Company holding shares in electronic form as on the Cut-Off Date may cast their vote electronically. E- voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.
7. Once the vote on the Resolution is cast by the members, the members shall not be allowed to change it subsequently.
8. The Board of Directors of the Company, at its meeting held on February 01, 2024, has appointed Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. Kanj & Co. LLP, Practicing Company Secretaries (email id: sunil.nanal@kanjcs.com) Address: Aishwarya Sankul, Near Joshi Railway Museum Kothrud, Pune- 411038, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot, through e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.



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9. Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or in his absence, any Director/any other person authorised by the Board of Directors of the Company. The results of the e-voting by Postal Ballot (with the Scrutinizer’s report) will be announced by the Chairman of the Company or any Director/any other person authorized by the Board, on or before Tuesday, March 19, 2024. The results of the Postal Ballot will be posted on the Company’s website at www.sintercom.co.in and the website of NSDL at www.evoting.nsdl.com and will be displayed on the Notice Board of the Company at its Registered Office. The results will also be intimated to the Stock Exchanges.
10. The Resolutions, if passed, with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e., Sunday, March 17; 2024. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during business hours on all working days from the date of dispatch of Notice, till the last date of e-voting. Alternately, Members may also send their requests to investor@sintercom.co.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID, and Client ID during the voting period of the postal ballot.
13. Procedure for E-voting: Process to cast votes through remote e-voting: Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on ‘e-voting facility provided by Listed Companies’, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-voting facility.

I) Depository: For Individual Shareholders holding securities in demat mode

Step No.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
Registered User		
1	The URL for users to login for NSDL IDeAS Facility: https://eservices.nsdl.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login Or www.cdslindia.com and click on New System Myeasi.
2	Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.	Login through their User Id and password.
3	After successful authentication, you will be able to see e-Voting services. Click on “Access to e- Voting” under e-Voting services and you will be able to see e-Voting page.	After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.





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4	Click on Company name or e-Voting service provider name and you will be redirected to e- Voting service provider website for casting your Vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	Click on e-Voting service provider name to cast your vote.
First time user		
5	Option to register is available at https://eservices.nSDL.com Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/Id eas DirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasi./Registration /EasiRegistration
Alternative Method		
6	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.	The user can directly access e-Voting page by Providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
7	Once the home page of e-Voting system is Launched, click on the icon "Login" which is available under 'Shareholder / Member' section.	SKIP
8	A new screen will open. You will have to enter your User ID (i.e. your sixteen (16) digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen.	SKIP
9	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	SKIP
10	Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	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 provided links for the respective ESP where the E Voting is in progress.

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 one-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 or joining virtual meeting & voting during the meeting.

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



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In case shareholders / members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL / CDSL, they may contact the respective helpdesk given below:

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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

II. NSDL e-voting: Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode

Step No.	For first time user- NSDL e-voting and other than Individual shareholders						
1	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: <table border="1" style="width: 100%;"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL)</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td> <td>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*****.</td> </tr> <tr> <td>b) For Members who hold shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.</td> </tr> </tbody> </table> <p><i>Note: Total shareholding of the Company is in demat form, so the details required for physical shareholding is not mentioned.</i></p>	Manner of holding shares i.e. Demat (NSDL or CDSL)	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*****.
Manner of holding shares i.e. Demat (NSDL or CDSL)	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*****.						





5	<p>Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(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'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
6	<p>If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>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</p> <p>b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
7	<p>After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p>
8	<p>Now, you will have to click on "Login" button.</p>
9	<p>After you click on the "Login" button, Home page of e-Voting will open</p>

Step 2: 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 is active.
2. Select "EVEN 127791" of company for which you wish to cast your vote during the 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.





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General Instructions:

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 sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal - Assistant Vice President - NSDL or Ms. Pallavi Mhatre, Senior Manager - NSDL at evoting@nsdl.co.in

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

The following statement sets out all material facts relating to the businesses mentioned in this notice:

Item No: 1: Alteration in the Articles of Association of The Company;

In a Board meeting held on 28th January, 2021, the Company implemented changes to its Articles of Association to conform with the Shareholder agreement that had been previously established among the Company's promoters, including BRN Industries Limited ("BRN"), Miba Sinter Holding GmbH & Co. KG ("MIBA"), and Mr. Jignesh Raval ("JR"). Later, on 21st August, 2023, the Company's promoters entered into a restated Shareholder Agreement. Accordingly, below are the significant proposed amendments to the Articles of Association in the Board Meeting held on 08 November, 2023:

1. Certain definitions have been modified into the Articles for capitalised terms used in the Articles.
2. Restrictions on transferability of BRN, MIBA and Jignesh V Raval shares have been removed other than restrictions imposed under applicable laws.
3. The non-compete restrictions placed on BRN have been removed. Jignesh V Raval and Miba, separately, have agreed to not compete with the existing business of the Company in India on terms and for the period set out in the Restated Shareholder Agreement.
4. Certain covenants or obligations have been modified on BRN Industries Limited ("BRN") as a promoter and shareholder of the Company. These covenants include placing an obligation on BRN to: (a) procure and maintain all licenses, consent and permits required for the conduct of its business and affairs; (b) conduct its business and affairs in compliance with its constitutional documents, the Company's articles of association and applicable law.



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5. Certain covenants or obligations have been modified on Miba Sinter Holding GmbH & CO KG ("MIBA") as a promoter and shareholder of the Company. These covenants include placing an obligation on MIBA to: (a) permit the Company to project them as the shareholder of the Company and as a joint venture between MIBA and the Company for marketing and other purposes; (b) MIBA agrees that MIBA and the Company have signed technology transfer agreements dated 19 January 2011 and 20 July 2018 where under MIBA has transferred certain technology to the Company as per terms and conditions mentioned in the said agreements. In case MIBA's technology is required for the Business in future, MIBA and the Company will enter into good faith discussions on the way forward and negotiate revised terms of technology transfer which is in the interest of the Company and the Parties;
6. Certain obligations placed on BRN, MIBA and Jignesh V Raval to ensure that at all times each shareholder in the Company shall have rights of pre-emption to subscribe to any share capital increase, debt instruments or other securities issuance (including, without limitation, convertible bonds and options) (each case a "Securities Issuance"), in proportion to such shareholder's pro rata shareholding in the Company at the time of such proposed Securities Issuance, unless the shareholders in the general meeting decide otherwise, has been omitted.
7. The Lock-in of each of its respective shareholding of BRN, MIBA and Jignesh V Raval in the Company as per applicable law and in the manner contemplated under the Company's Articles of Association, has been omitted.
8. A pre-emptive right which was provided to each of BRN and MIBA by way of a right of first refusal in the event of any transfer of shares in the Company by either MIBA or BRN and the process to be followed for exercise of the right of first refusal has been omitted.
9. A right given to each of BRN and MIBA by way of exercise of a tag right by the Non-Selling Shareholder, drag right to a Selling Shareholder, has been omitted.
10. The process/ right to shareholders, in the event that BRN group or MIBA undergoes a change of control has been omitted.
11. In the event the Company requires further capital or funds, it will be free to do so in any manner permitted by applicable law but without any obligation on the part of the Promoters to provide the same.

Item No. 2- Appointment of Mrs. Revati Mahesh Purohit as Non-Executive Independent Director;

The Board of Directors of the Company at its Meeting held on 01st February, 2024, on the recommendation of the Nomination & Compensation Committee ('the Committee'), approved the appointment Mrs. Revati Mahesh Purohit as an Additional Director designated as Non- Executive Independent Director of the Company in terms of Provisions of Companies Act, 2013. Mrs. Revati Mahesh Purohit as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) years on the Board of the Company till 31st January, 2029. Mrs. Revati Mahesh Purohit is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. Declaration of Disclosure of Independence as required under Section 149 (6) Companies Act, 2013 and SEBI (LODR), 2015 regulation is received by the Company. She has also given confirmation with regards registration in database of Independent Director as per Rule 6 of the Companies (Appointment and Qualification of Directors), 2019. In the opinion of the Board, Mrs. Revati Mahesh Purohit fulfils the conditions for appointment as Independent Director as specified in the Act.



SINTERCOM India Limited
(Formerly Sintercom India Pvt. Ltd.)
CIN.: L29299PN2007PLC129627

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Brief Profile of Mrs. Revati Mahesh Purohit:

- Revati Purohit is a Chartered Accountant from the the Institute of Chartered Accountants of India. She is also a Cost & Management Accountant from the Institute of Cost Accountants of India, and possesses a Bachelor's degree in Commerce from Pune University.
- She has more than 22 years of extensive professional expertise in areas such as audit, financial management, compliance management, taxation, fund raising services, cost control and management services, and related functions. Possesses experience across diverse sectors including IT, ITAS, real estate, manufacturing, and the banking sector.
- Mrs. Purohit has a diversified work profile, including roles such as a Panel Chartered Accountant with financial institutions like HUDCO. She has also served as a Statutory Auditor for a nationalized bank, concurrently conducting revenue and stock audits for the same institution.
- Additionally, she serves as a visiting faculty member with the Pune Chapter of the Cost Accountants of India and the Indian Institute of Modern Management (IIMM).
- Also currently, she serves as an Independent Director at Ameya Precision Engineers Limited and holds the position of Director at Techmarkco Pvt Ltd.

As on the date of notice Mrs. Revati Mahesh Purohit hold NIL Equity Shares in the Company.

A Copy of draft letter of appointment of Mrs. Revati Mahesh Purohit, setting out the terms and conditions of appointment is available for inspection by the members.

A brief profile of Mrs. Revati Mahesh Purohit and other requisite details pursuant Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this statement.

The relative(s) of Mrs. Revati Mahesh Purohit may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary resolution set out at Item No. 2 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 2 to the Notice for approval of Members.

By Order of the Board of Directors
Sintercom India Limited


Jignesh Raval
Managing Director
DIN: 01591000

Date: 01th February, 2024
Place: Pune

