



SINTERCOM

06th April, 2024

To,
The Manager- Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G-Block,
Bandra- Kurla Complex, Bandra (E)
Mumbai 400 051, India

Subject: Submission of Minutes of Postal Ballot
Ref: Series EQ & Symbol: SINTERCOM

Dear Sir/ Madam,

Pursuant to regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the minutes of Postal Ballot held from Friday, 16th February, 2024 to Sunday, 17th March, 2024 via voting through electronic means only. The results of the Postal Ballot were declared on Monday, 18th March, 2024.

The same is for your information and records.

Thanking you

Yours faithfully,

For Sintercom India Limited



Aakanksha Kelkar
Company Secretary and Compliance Officer

Encl: As mentioned above

HELD AT _____ ON _____ TIME _____

MINUTES OF DECLARATION OF RESULTS OF POSTAL BALLOT HELD ON SUNDAY, 17TH MARCH, 2024 FOR THE ORDINARY RESOLUTION PASSED BY THE SHAREHOLDERS OF THE COMPANY AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 01ST FEBRUARY, 2024.

1. Mr. Jignesh Raval, Managing Director of the Company, duly authorized by the Chairman of the Company for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provision of Section 110 of the Companies Act, 2013 (the Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has issued postal ballot notice dated 01st February, 2024 to the members, seeking their consent with respect to resolution as set out in the principal notice.
2. Mr. Jignesh Raval placed on record the following action of the Board conducted in Compliance with provisions of the Act:
 - The Board of Directors had appointed Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. Kanj & Co. LLP, Practicing Company Secretaries as the Scrutinizer.
 - Voting period commenced on Friday, 16th February, 2024 09:00 AM (IST) and ended on Sunday, 17th March, 2024 at 5:00 PM (IST).
 - The Company had provided the members with the option of voting electronically (e-voting) 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).
 - The Company has duly completed the dispatch of Postal Ballot Notice along with notes thereof via Electronic (e-mail) mode only on Tuesday, 13th February, 2024, to all the Members of the Company, whose name/s appearing in the Register of Members as on the Cut-off Date i.e. Thursday, 08th February, 2024 . Total Number of Members were 1825 as on Cut-off Date.

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3. Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. Kanj & Co. LLP, Scrutinizer had carried out scrutiny of e-votes received upto 5.00 p.m on Sunday 17th March, 2024 being the last day of e-voting module and prepared a consolidated Scrutinizer's report on the basis of data received by him.
4. The Scrutinizer submitted his report on Monday, 18th March, 2024. The details of voting on the Ordinary Resolution set out in the Postal Ballot Notice dated 01st February, 2024 are as under:

RESOLUTION NO. 1: (ORDINARY RESOLUTION):

a) Alteration in the Articles of Association of the Company;

Particulars	No. of shares held	No. of shares Voted	% of votes polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	18999820	18999820	100%	18999820	0	100%	0
Public Institutional Holders	800	800	100%	800	0	100%	0
Public Non-Institutional Holders	642939	642939	100%	642939	0	100%	0
Total	19643559	19643559	100	19643559	0	100%	0%



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b) Resolution No.2 (Ordinary Resolution): To consider the appointment of Mrs. Revati Mahesh Purohit (DIN: 08765890) as a Non-Executive independent Director on the Board of the Company

Particulars	No. of shares held	No. of shares Voted	% of votes polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	%age of Votes in favour on Votes Polled	%age of Votes against on votes polled
Promoter and Promoter Group	18999820	18999820	100%	18999820	0	100%	0
Public Institutional Holders	800	800	100%	800	0	100%	0
Public Non-Institutional Holders	642939	642939	100%	642939	0	100%	0
Total	19643559	19643559	100	19643559	0	100%	0%

Thereafter Mr. Jignesh Raval authorized the Company Secretary to submit the results of Postal Ballot and Scrutinizers Report to Stock Exchange 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.

1. TO CONSIDER THE ALTERATION IN THE ARTICLE OF ASSOCIATION OF THE COMPANY;

To consider 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.



HELD AT _____ ON _____ TIME _____

“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.”

2. **TO CONSIDER THE APPOINTMENT OF MRS. REVATI MAHESH PUROHIT (DIN-08765890) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY;**

To consider 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 she shall not be liable to retire by rotation.”

“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.”



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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.
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.



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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.

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.



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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.

Accordingly, both the above-mentioned Ordinary Resolutions, as set out in the Postal Ballot Notice dated 01st February, 2024, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on 17th March, 2024.

Brief Profile of Mrs. Revati Purohit

Annexure A

Additional information on Directors seeking appointment/ re-appointment:

In terms of Regulations 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India:

Name of Director	Revati Purohit (DIN: 08765890)
Date of Birth	07.01.1971 (Age: Years)
Date of First Appointment on the Board	01 st February, 2024
Qualification	Chartered Accountant
Expertise in Specific functional areas	Mrs. Revati Purohit expertise in areas such as audit, financial management, compliance management, taxation, fund raising services, cost control and management services, and related functions. She Possesses experience across diverse sectors including IT, ITAS, real estate, manufacturing, and the banking sector.
Terms and Condition of appointment/ Re-appointment	Not Liable to retire by rotation
Shareholding in Sintercom India Limited	NIL
Details of Proposed remuneration	-
List of other Companies in which Directorship	1. Ameya Precision Engineers Limited 2. Techmarkco Private Limited
Membership of the Statutory Committee(s) of Board of Directors of the Company	1. Audit Committee- Member
Chairperson /Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson *	1. Audit Committee - Chairperson 2. Stakeholder Relationship Committee- Member in Ameya Precision Engineers Limited
Details of remuneration last Drawn	NA
No of the Meetings of the Board attended during the year	1
Disclosure of relationship with Directors/ KMP's	None

Jignesh Raval

Chairperson For
Postal Ballot



Date: 27th March, 2024
Place: Pune



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