



AGM Notice



AGM Notice

Notice is hereby given that the 14th Annual General Meeting of the members of Sintercom India Limited will be held on **Thursday, 23rd September, 2021 at 04.00 pm (IST)** to be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with Reports of Board of Directors and Auditors thereon and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT the audited financial statement of the Company for the financial year ended 31st March, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to members, be and are hereby considered and adopted."

2. To appoint Mr. Hari Nair (DIN 00471889), who retire by rotation as a director and being eligible, offer himself for re-appointment as a director and in this regard to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Hari Nair (DIN 00471889), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To consider the appointment of Mr. Bernd Badurek (DIN: 09143201) as a Non-Executive Non-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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Bernd Badurek (DIN: 09143201), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th May, 2021 as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, whose office is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

4. To consider and approve the remuneration of Mr. Jignesh Raval, Managing Director of the Company and if thought fit, pass the following resolution as a **Special Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of section 197, 198 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force)

and based on the recommendation of Nomination and Remuneration committee & the Board and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for payment of remuneration to Mr. Jignesh Raval (DIN: 01591000), Managing Director for the remaining period of two financial years 2021-2022 and 2022-2023 as mentioned hereunder:

a. Annual Salary: (Amount in Rs.)

Year	2021-2022	2022-2023
Salary	17,194,272	19,552,121
Incentive	4,000,000	5,000,000
Total	21,194,272	24,552,121

b. Perquisites:

- Company provided car for official use with Driver;
- Personal Accident Policy for the Managing Director & his family;
- Group Mediciam policy for Managing Director and his family;
- Contribution to Provident Fund, superannuation fund or annuity fund
- Gratuity as per applicable laws;

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or the Chief Financial Officer of the Company, be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to settle all questions, difficulties or doubts that may arise in this regards as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as it may consider necessary and desirable and to delegate all or any of its power herein conferred to any officer(s) of the Company, to give effect to this resolution.

5. To note and take on record the Corrigendum to the EGM Notice dated 02nd March, 2021 and special resolutions approved at the 1st Extra-Ordinary General Meeting held on 24th February, 2021 and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

RESOLVED THAT the Corrigendum dated 02nd March, 2021 to the Notice of the 01st Extra Ordinary General Meeting of the Company of the Financial Year 2020-2021 held on 24th February, 2021, ("Corrigendum") a copy of which is annexed to the Notice and Explanatory Statement for this Annual General Meeting be and is hereby noted and taken on record and shall be deemed to have formed an integral part of the Notice of the said Extra Ordinary General Meeting.

RESOLVED FURTHER THAT the special resolutions approved by the members of the Company at the 1st Extra-Ordinary General Meeting of the Company for the Financial Year 2020-2021 held on 24th February, 2021, and all corporate actions taken by the Company in furtherance of the special resolution be and are hereby noted and taken on record.

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, or Ms. Anuja Joshi Company Secretary and or any committee of the Board 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 applications with the relevant authorities for obtaining requisite approvals etc., resolving any difficulties, effecting any

modifications, changes, variation, alterations, additions and/or deletions to the foregoing conditions as may be required by any relevant authority, including agreeing to and accepting all such condition(s), modification(s) and alteration(s) as may be stipulated by the relevant authorities.”

By Order of the Board of Directors

Anuja Joshi

Company Secretary & Compliance Officer

Pune, 10th August, 2021

Registered Office:

Gat No.127,
At Post Mangrul,
Taluka Maval Talegaon Dabhade,
Pune 410507
CIN: L29299PN2007PLC129627
Website: www.sintercom.co.in
E-mail: investor@sintercom.co.in
Tel: +91 20 4852 2679
Fax: +91 20 4852 2698

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) continued allowing conducting Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No. 20/2020 dated May 05, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 14/2020 dated April 08, 2020 (collectively referred as “MCA Circulars”) prescribing the procedures and manner of conducting the Annual General Meeting through VC/OAVM and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular no. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred as “SEBI Circulars”) permitted the holding of AGM, without physical presence of the Members at a common venue.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. In compliance with the said MCA and SEBI Circulars, the 14th AGM of the Members will be held through video conferencing (VC) or other audio-visual means (OAVM). The Members can attend and participate in the AGM through VC/OAVM only. National Securities Depository Limited (‘NSDL’) will be providing facility for voting through remote e-Voting for participation in the AGM through VC / OAVM facility and e-Voting during the AGM. The detailed procedure for participating in the meeting through VC/OAVM forms a part of this Notice. The registered office of the company shall be deemed to be the venue of the AGM.
4. The relevant details pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is also annexed hereto.

5. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
6. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. Institutional/Corporate members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend AGM through VC/OVAM on its behalf and vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to sunil.nanal@kanjcs.com with a copy marked to evoting@nsdl.co.in.
8. Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Link Intime India Pvt. Ltd, Address at Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001 (Phone No. 020 - 2616 1629 / 2616 0084 ; Fax No. 020 - 2616 3503; email id: pune@linkintime.co.in) for reply to their queries/ redressal of complaints, if any, or contact Ms. Anuja Joshi at the registered office of the Company (Phone +91 20 4852 2679 , Email: investor@sintercom.co.in).
9. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). **All the Shares of the Company are held in dematerialized form.*
10. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Act. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.
11. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 14th AGM, from their registered email address, mentioning their name, DP ID & Client ID number /folio number and mobile number, to reach the Company's email address at investor@sintercom.co.in on or before Thursday 16th September, 2021. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
12. All the documents referred to in the accompanying Notice and Explanatory Statements will be available for inspection in electronic mode from date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email to investor@sintercom.co.in.

Dispatch of Annual Report through Electronic Mode:

13. In compliance with the MCA Circulars and SEBI Circular dated 15th January, 2021 read with Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants.

Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website www.sintercom.co.in, websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited at www.nseindia.com and Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com

For receiving all communication (including Annual Report) from the Company electronically: Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants. * In case of any queries / difficulties in registering the e-mail address, members may write to investor@sintercom.co.in

**All the Shares of the Company are held in dematerialized form.*

Procedure for Inspection of Documents:

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>. during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investor@sintercom.co.in

15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday 16th September, 2021 through email on investor@sintercom.co.in The same will be replied by the Company suitably.

Instructions for Members for Attending the AGM through VC/OAVM are as under:

16. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system which will open 30 minutes before the scheduled time of the AGM. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
17. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - A) Members can participate in the AGM through their desktops / smartphones / laptops etc. However, for better experience and smooth participation, it is advisable to join the meeting through desktops / laptops with high-speed internet connectivity.
 - B) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - C) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investor@sintercom.co.in . Such request must reach the Company till 5.00 p.m. on or before Thursday, 16th September 2021. Those Members who have registered themselves as a speaker by 16th September 2021 and have provided adequate details as mentioned above will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the

number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM. In the interest of time, each Speaker is requested to express his / her views in 2 minutes.

Procedure for Remote E-voting and E-voting at the AGM:

18. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and the MCA Circulars and in terms of SEBI vide circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means.

The remote e-voting period commences on Saturday, 18th September 2021 (9.00 a.m. IST) and ends on Wednesday, 22nd September 2021 (5.00 p.m. IST). During this period, members as on cut-off date, i.e. as on Thursday, 16th September 2021 may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Thursday, 16th September 2021. A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.

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) of Aishwarya Sankul, Near Joshi Railway Museum Kothrud, Pune- 411038 has been appointed as Scrutinizer to scrutinize the entire e-voting in a fair and transparent manner.

The results on the resolutions will be declared not later than 48 hours of conclusion of the AGM i.e. or any adjournment thereof. The declared results along with the Scrutinizer's Report will be available on the Company's website at www.sintercom.co.in and on the website of NSDL at www.evoting.nsdl.com and will also be forwarded to the National Stock Exchange of India where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM i.e. 23rd September, 2021

The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given herein below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email-ids for e-voting for the resolutions are requested to refer the instructions provided below:

I. Procedure for remote e-voting:

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

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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	A. NSDL IDeAS facility 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, follow below steps: 1. Option to register is available at https://eservices.nsdl.com 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given from Point 1 to 5

Type of shareholders	Login Method
	B. e-Voting website of NSDL 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 (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. 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. After successful login of Easi/Easiest the user will also be 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, 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. 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 i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider- 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.

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.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

B) Login method for shareholders other than Individual shareholders holding securities in demat 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 phone.
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 on NSDL e-Voting system.

4. Your User ID details are given below:

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. 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 instructions mentioned below in this notice

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.co.in 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 and join Annual General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of SINTERCOM INDIA LIMITED which is 117148 during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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. 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?”
2. In case of any query / grievance with respect to Remote e-Voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote e-Voting User Manual for Shareholders available under the Downloads section of NSDL’s e-Voting website or contact Mr Amit Vishal, Senior Manager / Ms Pallavi Mhatre, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. 022 - 24994360 / 022 - 24994545 or toll free no. 1800 1020 990/ 1800 22 44 30 or at E-mail ID : evoting@nsdl.co.in

Process for procuring user ID and password for e-Voting for those shareholders whose email IDs are not registered with the depositories / Company.

Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting.

1. 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)
2. If you are an Individual shareholder 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

Instructions for Members for e-Voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

By Order of the Board

Anuja Joshi

Company Secretary & Compliance Officer

Place: Pune

Date: 10th August, 2021

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item 3:

The Board of Directors of the Company at its Meeting held on 27th May, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Bernd Badurek (DIN: 09143201) as an Additional Director designated as Non-Executive Non-Independent Director of the Company in terms of Provisions of Companies Act, 2013.

Mr. Bernd Badurek (DIN: 09143201) as Non-Executive Non-Independent Director of the Company, is liable to retire by rotation. Mr. Bernd Badurek is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

In the opinion of the Board, Mr. Bernd Badurek fulfils the conditions for appointment as Non-Executive Non-Independent Director as specified in the Act.

Brief Profile of Mr. Bernd Badurek:

Mr. Bernd Badurek is Member of the Executive Committee Miba AG and General Manager of Miba Sinter Group. He holds a university degree in business administration. Mr. Badurek has more than 20 years of international experience in sales & marketing.

As on the date of notice Mr. Bernd Badurek hold NIL Equity Shares in the Company.

A brief profile of Mr. Bernd Badurek 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.

Mr. Bernd Badurek is interested in the Ordinary Resolution set out at Item No. 3 with respect to his appointment.

The relative(s) of Mr. Bernd Badurek 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. 3 of the Notice.

The Board recommends the ordinary resolution set out at Item no. 3 to the Notice for approval of Members.

Item No. 4

To approve remuneration of Mr. Jignesh Raval, Managing Director

The Board of Directors at its meeting held on 29th November, 2017 re-appointed Mr. Jignesh Raval (DIN 01591000) as Managing Director of the Company with effect from 01st January, 2018 for a period of five years subject to approval of the shareholders and an agreement has been entered into by the Company with each of the Managing Directors on 29th November, 2017. Further the remuneration was fixed only for the period of first three years. Hence this resolution is proposed to fix the remuneration for financial 2021-2022 and 2022-2023.

Further, this is to inform to the members that due to market scenario the Company has not given an increment to Mr. Jignesh Raval as per agreement and even he has forfeited certain percentage of his salary. For the year 2021-2022 there is no increment proposed in the salary and performance incentive, these proposed amounts are same which were in the year 2018-19. And for the year 2022-2023 there will be nominal increment by 10% on fix remuneration and increment in incentive to the managing director in order to give encouragement to drive growth of the Company.

Pursuant to the provisions of Section 196 and 197 of the Companies Act, 2013 and Section II of Part II of Schedule V, where in any financial year during the tenure of managing director, a company has no profits or its profits are inadequate, it may, without Central government approval, pay remuneration to its managerial personnel not exceeding Rs. 84 Lakh where the effective capital is Rs. 5 crore and above but less than Rs. 100 crore, provided further that the remuneration in excess of the above limits may be paid if a special resolution is passed in the General Meeting.

The Nomination and Remuneration Committee and the Board of Directors at their meeting held on 28th July, 2021 and 10th August, 2021 have approved a revised total remuneration of Rs. 21,194,272 and Rs. 24,552,121 (excluding perquisites) for the financial year 2021-2022 and 2022-2023.

In view of the aforesaid provision of the Companies Act, 2013, it is proposed to obtain approval from the shareholders by passing special resolution for payment of remuneration to Mr. Jignesh Raval in excess of limits specified under Schedule V.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice.

The following additional detailed information as per Section – II of Schedule V is as follows:

I. General Information:	
a) Nature of industry	Manufacturing Sector
b) Date or expected date of commencement of commercial production.	01 st August, 2009
c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
d) Financial performance based on given indicators	FY 20-21 Gross Revenue: INR. 476.74 Million Loss after Tax: INR. 47.04 Million
e) Foreign investments or collaborators, if any	Technology Transfer Agreements dated January 19, 2011 and dated July 20, 2018 entered with Miba Sinter Austria GmbH
II. Information about the appointee:	
a) Background Details	Jignesh Raval, aged 50 years, an Indian inhabitant, residing at of The Balmoral Estate, Flat No B-901 Sr. No. 117/P/118/1, 118/2, 118/3/5, Baner Pune 411045, Maharashtra, India, is the Promoter and Managing Director of our Company. He has been on the Board of Directors of our Company since June, 2007. He holds a degree in Bachelor of Engineering (Production) from Shivaji University. He has around 20 years of work experience in automotive industry which includes 9 years of work experience at Tenneco Automotive India Private Limited as an Executive Director-GSCM. He is currently responsible for developing and executing Company's business strategies and overseeing the Company's financial performance, investments and other business ventures.
b) Past remuneration	Rs. 11.18* million per annum <i>*Considering the pandemic situation and the performance of the Company, Mr. Jignesh Raval has forfeited certain percentage of his salary and incentives during the year.</i>
c) Recognition or awards	Mr. Jignesh Raval has won "Male Entrepreneur of the Year Award" by IPF Industrial Excellence Awards 2020

d) Job profile and his suitability	He is the Managing Director of the Company and devotes whole time attention to the management of the affairs of the Company and exercises powers under the supervision and superintendence of the Board of the Company.
e) Remuneration proposed	As mentioned in the resolution stated above
f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses
g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	1. Remuneration drawn as Managing Director; 2. Jignesh Raval has extended his personal guarantees for securing the repayment of certain bank loans obtained by our Company;
III. Other information:	
a) Reasons of loss or inadequate profits	This was mainly due to the pandemic and effected supply chain during the start of the year resulting in lower capacity utilization during the year.
b) Steps taken or proposed to be taken for improvement	The key growth driver during the year was mainly due to the new program getting into the serial production.
c) Expected increase in productivity and profits in measurable terms	Based on the above-mentioned steps taken for improvement the Company will increase the productivity and profitability. Assuming market stability we expect growth of 10% in productivity and profit

It is hereby confirmed that, the company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. Requisite certificate as required under law are availed by the Company.

Except Mr. Jignesh Raval none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in these Resolutions.

The Board recommends the special resolution set out at Item no. 4 to the Notice for approval of Members.

Item No 5.

To note and take on record the corrigendum to the EGM Notice dated 02nd March, 2021 and special resolutions already approved by the members of the company at the 1st extra-ordinary general meeting held on 24th February, 2021 for issue of equity shares and compulsorily convertible debentures on a preferential basis

The Company in Financial Year 2020-2021 had proposed raising funds via preferential allotment of 1,350,000 (one million three hundred and fifty thousand) equity shares having face value of Rs. 10 (Rupees Ten only) each ("Equity Shares") for a per share price of Rs. 67 (Rupees Sixty-Seven only) and a preferential allotment of 1,975,000 compulsorily convertible debentures of Rs. 67/- (Rupees Sixty-Seven) ("CCDs") at a price of Rs. 67/- (Rupees Sixty-Seven only) to one of its promoters Miba Sinter Holding GmbH & Co KG ("Miba"). The CCDs would stand converted into Equity Shares in accordance with the CCD terms and conditions. For offer issue and allotment of the Equity Shares and CCDs, the Company was required to obtain the prior approval of its members at a general meeting. The Company therefore called, convened and conducted an extra ordinary general meeting of its members seeking approval of its members to the abovementioned proposed issue of the Equity Shares and CCDs to Miba and the subsequent conversion of the CCDs into Equity Shares. For the purposes of calling the abovementioned extra ordinary general meeting of its members, the Company issued a Notice of 01st Extra Ordinary General Meeting of the Financial year 2020-2021 to be held on 24th February, 2021 ("**EGM Notice**"). The EGM Notice was duly issued in compliance with the applicable provisions of the Companies Act, 2013, Rules made thereunder and the Secretarial Standards.

The said EGM was duly conducted on 24th February 2021 and the special resolution was duly approved by requisite majority. In furtherance of the said special resolution, on 03rd March, 2021, on the basis of approval granted by the members of the Company in relation to the aforesaid issue of Equity Shares and CCDs, the Company completed the issue and allotment of 1,350,000 Equity Shares and 1,975,000 CCDs to Miba in accordance with applicable laws. On 16th March, 2021, the National Stock Exchange of India granted listing approval in relation to the aforesaid Equity Shares, and on 19th March, 2021, the National Stock Exchange of India granted trading approval in relation to the aforesaid Equity Shares. Accordingly, all the 1,350,000 Equity Shares and 1,975,000 CCDs have already been duly issued and allotted to Miba in compliance with applicable laws.

Whilst the Explanatory Statement forming part of the EGM Notice contained an illustration of the shareholding pattern of the Company after issuance of the 1,350,000 Equity Shares and the 1,975,000 CCDs, such Explanatory Statement did not specifically contain a separate illustration for the shareholding pattern of the Company highlighting only the shareholding pattern post conversion of the 19,75,000 CCDs. It is clarified that the Explanatory Statement forming part of the EGM Notice already contained an illustration of the shareholding pattern of the Company after issuance of the 1,350,000 Equity Shares and the 1,975,000 CCDs. However, as a matter of good governance and abundant caution, the Company issued a Corrigendum to the Notice of 01st Extra Ordinary General Meeting of the Financial year 2020-2021 held on 24th February, 2021 ("Corrigendum") expressly highlighting only the shareholding pattern of the Company post conversion of the 19,75,000 CCDs, which is available on the website: <https://www.sintercom.co.in/images/pdf/announcements/corrigendum-to-the-notice-of-01st-extra-ordinary-general-meeting-of-sintercom-india-limited.pdf>. The Corrigendum was also published in the following newspapers: (i) Business Standard (English language newspapers) (ii) Kesari (Marathi language newspaper).

As the Corrigendum was issued after the holding of the Extra Ordinary General Meeting on 24th February, 2021, and as a matter of good practice and governance the Company has decided, to place the Corrigendum and special resolutions already approved at the 1st Extra-Ordinary General Meeting on 24th February, 2021 before the members of the Company for them to note and take on record the Corrigendum and the special resolution approved by the members at the EGM. It is clarified that there is no change to the special resolutions already approved by the members of the Company at the 1st Extra-Ordinary General Meeting on 24th February, 2021, and the Corrigendum only intends to highlight an additional illustration of the shareholding pattern of the Company post conversion of the 19,75,000 CCDs in the Explanatory Statement forming part of the EGM Notice (in addition to the already included illustration of the shareholding pattern of the Company after issuance of the 1,350,000 Equity Shares and the 1,975,000 CCDs). Taking on record together the Corrigendum and special resolutions already approved at the 1st Extra-Ordinary General Meeting on 24th February, 2021 shall in effect result in taking note, confirming and/or ratifying the Corrigendum and special resolutions already approved at the 1st Extra-Ordinary General Meeting on 24th February, 2021 and all corporate actions undertaken by the Company in pursuance of the resolutions passed at the EGM. The Company therefore recommends and proposes to its members to take on record the Corrigendum and the special resolutions already approved by the members of the Company at the 1st Extra-Ordinary General Meeting held on 24th February, 2021 and approve the resolution mentioned in Item no. 5.

Further, the Corrigendum shall form an integral part of the EGM Notice and henceforth, the EGM Notice shall always be read in conjunction with the Corrigendum.

The percentage of post preferential offer capital as well as the shareholding pattern of the Company post conversion of CCDs into Equity Shares as set forth in the Corrigendum are detailed below:

Name of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding	
	No. of Shares	% of Holding		No. of Shares	% of Holding
Miba Sinter Holding GmbH And Co Kg	49,89,085	20.61%	13,50,000	63,39,085	24.81%

Name of the Allottee	Tranche	Pre-Preferential Holding		No. of Equity shares to be allotted on Conversion	Post-Preferential Holding (assuming conversion of CCD's)*	
		No. of Shares	% of Holding		No. of Shares	% of Holding
Miba Sinter Holding Gmbh And Co Kg	50% from April 2021 - March 2022	63,39,085	24.81	9,87,500	73,26,585	27.61
Miba Sinter Holding Gmbh And Co Kg	50% from April 2022 - within 18 months from the date of allotment	73,26,585	27.61	9,87,500	83,14,085	30.20

*Assuming 100% of conversion of 19,75,000 CCD's in two equal tranches within the overall period of 18 months from the date of allotment, as per the terms of CCD as aforesaid mentioned.

The shareholding pattern of the Company before and after the allotment of the Subscription Securities under the Preferential Issue

Sr No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
	1 Indian				
	Individual	11,33,035	4.68	11,33,035	4.12
	Bodies corporate	0	0	0	0
	Sub-total	11,33,035	4.68	11,33,035	4.12
	2 Foreign promoters				
	Individual	0	0	0	0
	Bodies corporate	1,45,41,785	60.08	17,866,785	64.90
	Sub-total	1,45,41,785	60.08	17,866,785	64.90
	sub-total (A)	1,56,74,820	64.76	18,999,820	69.02
B	Non-promoters' holding				
	1 Institutional investors	10,000	0.04	10,000	0.04
	2 Non-institution				
	Private corporate bodies	26,01,357	10.75	26,01,357	9.45
	Directors and relatives	2,04,002	0.84	2,04,002	0.74
	Indian public	41,98,000	17.35	41,98,000	15.25
	others (including NRIs)	15,14,643	6.26	15,14,643	5.50
	Sub-total (B)	85,28,002	35.24	85,28,002	30.98
	GRAND TOTAL	2,42,02,822	100	27,527,822	100

*Assuming 100% of conversion of 19,75,000 CCD's in two equal tranches within the overall period of 18 months from the date of allotment, as per the terms of CCD as aforesaid mentioned.

Annexure to the Notice dated 10th August, 2021

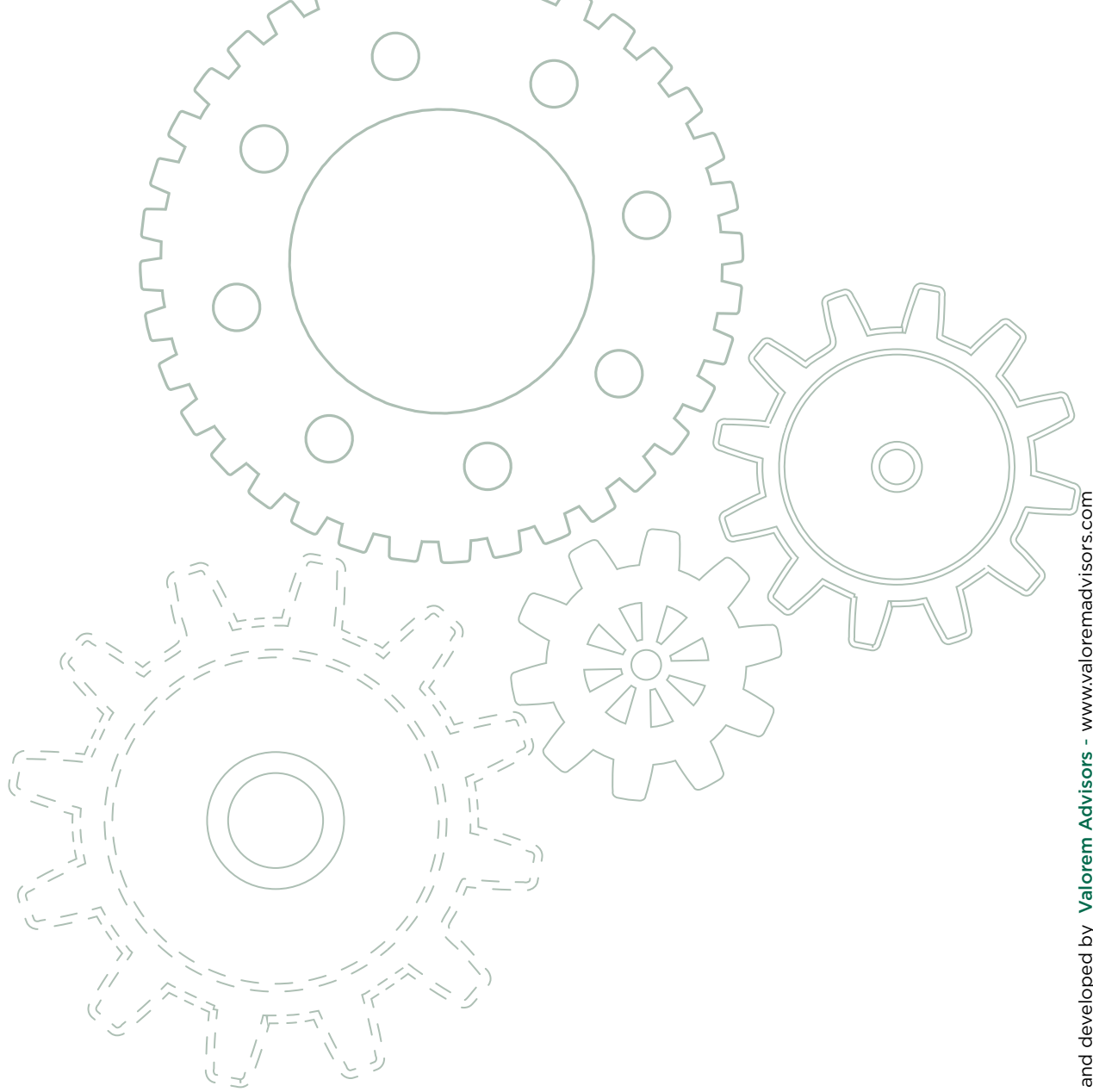
The details of director's appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below:

Name of Director	Mr. Hari Nair (DIN: 00471889)	Mr. Bernd Badurek (DIN: 09143201)
Date of Birth	01-01-1960 (Age: 61)	14-12-1974 (Age: 47)
Date of Appointment on current position	01-10-2015	27-05-2021
Qualification	- Bachelor's degree in engineering from Bradley University - Master's degree in business administration from the University of Notre Dame - Advanced-Management Program at Harvard Business School	University degree in business administration
Expertise in Specific functional areas	30 plus years of experience in Global Auto Industry. Please refer Company's website www.sintercom.co.in for detailed profile	He is a member of the executive committee of Miba AG and Managing Director & Chief Sales Officer of Miba Sinter Group. He has more than 20 years of international experience in sales and marketing. Please refer Company's website www.sintercom.co.in for detailed profile
Terms and Condition of appointment/ Re-appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation
Details of remuneration last Drawn (FY 2020-21)	NIL	NIL
Details of Proposed remuneration	NIL	NIL
List of other Companies in which directorship is held as on 31 st March, 2021	- Anitar Investments LLC - BRN Industries Ltd - Owens Illinois - Musashi Seimitsu Industry Co. Ltd (Japan) - REE Auto (Israel)	NIL
Chairperson / Membership of the Statutory Committee(s) of Board of Directors of the Company as on March 31, 2021	NIL	NIL
No. of Shares Held	NIL	NIL
Disclosure of relationship with Directors/ KMP's	NA	NA
No of Meetings of the Board attended during the year	6	0 (Date of Appointment is 27 th May, 2021)

By Order of the Board of Directors

Anuja Joshi
Company Secretary & Compliance Officer

Pune, 10th August, 2021



Conceptualised, designed and developed by **Valorem Advisors** - www.valoremadvisors.com



SINTERCOM
India Ltd.

SINTERCOM India Limited

(Previously known as Sintercom India Private Limited)

Regd. Office: Gat No. 127, At Post Mangrul, Tal. Maval,
Talegaon Dabhade, Pune 410 507 (India)
CIN: L29299PN2007PLC129627

Tel. (D): +91 20 4852 2679
info@sintercom.co.in | www.sintercom.co.in