



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

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with the Companies (Management and Administration) Rules, 2014 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment(s) thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below are to be passed by the Members of Sintercom India Limited (**'the Company'**) by way of Postal Ballot including voting by electronic means (**'e-voting'**).

The Company, in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **'Listing Regulations'**), Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the members with the facility to exercise their right to vote on the matters included in the postal ballot by electronic means i.e. through e-voting services provided by Link Intime India Private Limited (**"LinkIntime"**). **The e-voting will commence Thursday, 05th March, 2020 and will end on Saturday, 04th April, 2020.** Please read carefully and follow the instructions as printed in this Notice for e-voting.

The notice is sent to all members / beneficiaries whose names appear on the Record of Depositories as on **Friday, 28th February, 2020.**

The members are requested to peruse the proposed resolutions along with the explanatory statements and carefully read the instructions printed in the Postal Ballot Notice and Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Registrar and Share Transfer Agent, Link Intime India Private Limited (**"LinkIntime"**) on or before **Saturday, 04th April, 2020.** Please note that any postal ballot form received after the said date and time will be strictly treated as if a reply from such Member has not been received.

Members desiring to opt for e-voting facility are requested to read the notes to the Notice of Postal Ballot and instructions given there-under for e-voting purpose. Kindly note that the members can opt for only one mode of voting i.e. either physical postal ballot or e-voting. However, in case members cast their vote by physical postal ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical postal ballot will be treated as invalid.

The Board of Directors of the Company (**'the Board'**) at its meeting held on Thursday, 27th February, 2020 had appointed Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. Kanj & Co. LLP, Practicing Company Secretaries as the Scrutinizer (**'Scrutinizer'**) for conducting the Postal Ballot in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or in his absence to any person, duly authorised by him after completion of the scrutiny of Postal Ballots. The Chairman, or any other person authorised by him in writing shall countersign the report and declare the results of postal ballot and e-voting on or before 5.00 p.m. on **Monday, 06th April, 2020** at the Registered Office of the company. The said results will also be displayed at the notice board of the Registered Office of the Company and intimated to the National Stock Exchange of India Limited (**'NSE'**) where the Company's securities are listed, and displayed on the website of the Company i.e. www.sintercom.co.in as well as on the website of LinkIntime at <https://instavote.linkintime.co.in>.

The explanatory statements, as required under Section 102 of the Companies Act 2013, pertaining to the proposed resolutions setting out the material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting.



SPECIAL BUSINESS:

1. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

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

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'ICDR Regulations'**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and other applicable provisions, if any, the Companies Act, 2013 (**'the Act'**) and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited (**'NSE'**), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing from Emerge Platform of NSE to the Main Board of NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the this resolution."

"RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution."

Date: 27th February, 2020
Place: Pune



By Order of the Board of Directors
For SINTERCOM INDIA LIMITED

A handwritten signature in blue ink, appearing to read 'Anuja Joshi'.

Anuja Joshi
Company Secretary and Compliance Officer

NOTES:

1. The following is annexed with this Notice:
 - (i) Explanatory Statements and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS – 2) issued by the Institute of Company Secretaries of India in respect of the special business.
 - (ii) Instructions for e-voting.
2. Documents referred to in the accompanying notice and explanatory statement thereto, will be open for inspection for the members at the Registered Office of the Company during office hours between 10:00 am to 5:00 pm, on all working days except, Sunday and National Holiday until the last date for receipt of votes by Postal Ballot/ e-voting i.e. Saturday, 04th April, 2020
3. Based on the consent received from Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. Kanj & Co. LLP, Practicing Company Secretaries the Board has appointed him as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.
4. Notice is being sent to all Members / beneficiaries, whose names appear on the Record of Depositories as on Cut-off Date i.e. Friday, 28th February, 2020 and a person whose name is not appearing on the Record of Depositories as on Cut-off Date should treat this Notice for information purposes only. Voting rights shall be reckoned on the shares registered in the name of members as on that date.

Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with Depositories or with the Company are being sent Notice of Postal Ballot through e-mail and Members who have not registered their e-mail IDs will receive physical copies of the Notice of Postal Ballot along with Postal Ballot Form through courier/speed post along with a postage-prepaid self-addressed Business Reply Envelope (“BRE”). Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may also be accessed on Company’s website i.e. www.sintercom.co.in and/or on the website of LinkIntime at <https://instavote.linkintime.co.in>

5. After the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.
6. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the 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, the Company is pleased to provide facility to the members to exercise their right to vote using an electronic voting system in respect of resolutions proposed to be considered through this Notice of Postal Ballot. The Company has engaged services of LinkIntime India Private Limited (“LinkIntime”) to provide remote e-voting facility of casting the votes by the members.
7. The members may cast their votes using an electronic voting system (“e-voting”). Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investor@sintercom.co.in by mentioning their DP ID and Client ID No. The duly completed Ballot Form should reach the Registrar and Share Transfer Agent not later than Saturday, 04th April, 2020 at 5:00 PM. A Member can opt for only one mode of voting i.e. either through e-voting or by postal ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the postal ballot shall be treated as invalid.
8. Duly completed Postal Ballot Form should reach the Company’s Registrar and Share Transfer Agent on or before 5:00 p.m. on Saturday, 04th April, 2020 at 5:00 PM at the following address of Company’s Registrar and Transfer Agents: Link Intime India Pvt. Ltd, Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune - 411001
9. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrar and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
10. The Scrutinizer shall prepare a consolidated Scrutinizer’s Report on the total votes cast in favour or against, if any. The said report will be countersigned by the Chairman or a person authorized by him in writing and the results of the voting shall be declared on or before 5:00 pm on Monday, 06th April, 2020 and will be displayed at the Registered Office of the



Company. The result and Scrutinizer's report shall also be communicated to National Stock Exchange and the same along with Scrutinizer's Report will be displayed on the website of the Company at www.sintercom.co.in as well as on the website of LinkIntime at <https://instavote.linkintime.co.in>. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

11. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 04th April, 2020. Further, resolutions passed by the members through postal ballot and remote e-voting are deemed to have been passed effectively at a general meeting.
12. Members who opt to vote by postal ballot shall ensure that they carefully read the instructions printed on the Postal Ballot Notice/Postal Ballot Form and return the duly completed and signed Ballot Forms in the enclosed self-addressed business reply envelope (postage whereof shall be borne and paid by the Company) so as to reach the Registrar and Share Transfer Agent on or before 5:00 pm on Saturday, 04th April, 2020. Ballot Forms, if sent by courier or by registered/speed post or hand delivered at the address given on the self - addressed business reply envelope (at the expense of the Members) shall also be accepted. Please note that the Ballot Forms received after the aforementioned date shall be treated as if reply from the Members have not been received. Unsigned/blank/incomplete/defaced/mutilated/incorrectly ticked Ballot Forms will be rejected. Members cannot exercise their vote by proxy on Postal Ballot. Members desiring to exercise their vote through e-voting are requested to read the information and other instructions relating to e-voting as mentioned below.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:

E-voting period commences on Thursday, 05th March, 2020 and ends on Saturday, 04th April, 2020 at 5:00 pm (IST). During this period members of the Company, holding shares as on the cut-off date i.e. Friday, 28th February, 2020 may cast their votes electronically. The e-voting module shall be disabled by LinkIntime thereafter.

Instructions for shareholders to vote electronically:

- ❖ Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)
 1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>
 2. Click on "Login" tab, available under 'Shareholders' section.
 3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
 5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.



Bank Account Number	Enter the Bank Account number (Last Four Digits) as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none">Please enter the DOB/ DOI or Bank Account number in order to register. If the above-mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).
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If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in> and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

- * Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
- * Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.



❖ **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> , under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Resolution No. 1:

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

The equity shares of the Company are listed and actively traded on the EMERGE Platform of National Stock Exchange of India Limited with effect from 15th February, 2018. The Company intends to migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines laid down under Chapter IX of SEBI (ICDR) Regulations, 2018 on completion of two years from the date of listing on the EMERGE Platform of National Stock Exchange of India Limited i.e. 15th February, 2020 subject to approval of Stock Exchange.

The Migration of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited is also subject to approval of Members by way of passing Special Resolution in terms of Chapter IX of ICDR Regulations. Provided Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Listing on the Main Board of National Stock Exchange of India Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

Accordingly, the Board recommends the resolution set forth in Item No. 1 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions set forth in Item No. 1 of this Notice except to the extent of their shareholding held by them in the Company.

Date: 27th February, 2020
Place: Pune



By Order of the Board of Directors
For SINTERCOM INDIA LIMITED

A handwritten signature in blue ink, appearing to read 'Anuja Joshi'.

Anuja Joshi
Company Secretary and Compliance Officer



SINTERCOM INDIA LIMITED
CIN: L29299PN2007PLC129627

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410507

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

POSTAL BALLOT FORM

(To be returned to the Registrar and Share Transfer Agent, M/s Link Intime India Private Limited)

Sr. No.	Particulars	Details of Shareholders(s)
1.	Name(s) of Shareholder(s) including joint holder(s), if any (in block letters)	
2.	Registered address of sole/first named shareholder	
3.	Registered DP Id No./Client Id No.	
4.	No. of share(s) held	

I/We hereby exercise my/our vote in respect of the Special resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 27th February, 2020 by conveying my/our assent or dissent to the said special resolutions by placing the tick (√) mark at the appropriate box below:

Sr. No.	Description of Resolutions	No. of equity shares for which votes cast	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1.	Migration of Equity Shares of the Company from Emerge Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited.			

Place:

Date:

(Signature of the Shareholder /
Authorised Representative)

ELECTRONIC VOTING PARTICULARS

Electronic Voting Particulars		
EVENT NUMBER	User ID	PAN / Sequence Number
200022		

Notes:

1. Kindly read the instructions printed overleaf before filing the form.
2. Please return the duly filled and signed postal ballot form in the envelope enclosed herewith.
3. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.
4. Last date for receipt of Postal Ballot Form by Registrar and Share Transfer Agent is Saturday, 04th April, 2020 at 5:00 p.m. (IST).

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Thursday, 05 th March, 2020	Saturday, 04 th April, 2020



INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Registrar and Share Transfer Agent in the attached self-addressed business reply envelope.
2. The self-addressed business reply envelope bears the name of the Registrar and Share Transfer Agent appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Registrar and Share Transfer Agent / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Registrar and Share Transfer Agent not later than 05:00 P.M. on or before Saturday, 04th April, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every DP ID irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. Votes will be considered invalid on the following grounds:
 - a. The Postal Ballot form other than one issued by the company has been used;
 - b. The Postal Ballot Form has not been signed by or on behalf of the Member;
 - c. The signature of the member / authorized representative does not tally with the records of the Registrar & Share Transfer Agent / Depository Participants;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g. The envelope containing the postal ballot form is received after the last date prescribed;
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - j. Member has made any amendment to the Resolutions or imposed any condition while exercising his vote.
8. Members are requested not to send any paper (other than the resolutions/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Registrar & Share Transfer Agent and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
10. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E -voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.