

AGM NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Notice is hereby given that the Seventeenth (17th) Annual General Meeting ("AGM" or "Meeting") of the members of Sintercom India Limited ("the Company") will be held on Monday, 12th August, 2024 at 4.00 pm (IST), through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"), to transact following business:

ORDINARY BUSINESS:

Item No.1 - Adoption of Audited Standalone Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 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, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted"

Item No. 2 - Re-appointment of Director

To appoint Mr. Hari Nair (DIN : 00471889), who retires 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 re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3 -

To appoint Mr. Michael Hummelbrunner (DIN: 10483465) as Director (Non- Executive Non-Independent Director) of the Company 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 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. Michael Hummelbrunner (DIN: 10483465), who was appointed as an Additional Non-executive Non-Independent Director of the Company with effect from 14th May, 2024 by the Board of Director, based on the recommendation of Nomination and Remuneration

Committee, and for whom approval of member is being sought within a period of three months from the date of appointment pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 4 –

To consider the amendment in the Articles of Association 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 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 Chairperson of the Board of Directors of the Company for the purposes of identification, be and is hereby approved which are in substitution for and to the exclusion of all the previous Articles of Association of the Company.

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

Item No. 5 –

To consider the Approval of Material Related Party Transaction proposed to be entered into by the Company during financial years 2024-25 with MIBA SINTER AUSTRIA GmbH and if thought fit, pass the following resolution as an Ordinary Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **MIBA SINTER AUSTRIA GmbH**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), undertaken by the Company, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

Item No. 6–

To consider the Approval of Material Related Party Transaction proposed to be entered into by the Company during financial years 2024-25 with AJ Fibertek India Private Limited and if thought fit, pass the following resolution as an Ordinary Resolution, with or without modification(s):

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **AJ Fibertek India Private Limited**, a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), undertaken by the Company, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from

time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard."

**By Order of the Board of Directors
For Sintercom India Limited**

Jignesh Raval

Managing Director

DIN: 01591000

Pune, May 14, 2024

Registered Office:

Sintercom India Limited

Gat No. 127, At Post : Mangrul,

Tal : Maval, Talegaon Dabhade,

Pune – 410507.

Email: investor@sintercom.co.in

Website: www.sintercom.co.in

CIN: L29299PN2007PLC129627

ANNEXURE A

Details of the directors seeking appointment/re-appointment at 17th Annual General Meeting (as set out in item no. 2 of this notice)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS 2 ON GENERAL MEETINGS (SS-2) AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mr. Hari Nair (DIN: 00471889)
Date of Birth	01-01-1960 (Age: 64)
Date of Appointment on current position	01-10-2015
Qualification	Master's degree in Business Administration
Expertise in Specific functional areas	He holds a Bachelor's degree in engineering from Bradley University, a Master's degree in Business Administration from the University of Notre Dame and has completed the Advanced-Management Program at Harvard Business School. He has over 3 decades of work experience in various organizations and companies. He has also served as the Chief Operating Officer of Tenneco Inc., a global automotive supplier, from 2010 until his retirement in early 2015. Prior to being appointed Chief Operating Officer, he was the President of Tenneco's International Group, where he was responsible for managing operations in Europe, Africa, Middle East, South America, Asia, and Australia. He also currently serves on the Boards of various other global companies.
Terms and Condition of appointment/ Re-appointment	Non-Executive Director liable to retire by rotation
Details of remuneration last Drawn (FY 2023-24)	NIL
Details of Proposed remuneration	NIL
List of other Companies in which directorship is held as on 31st March, 2024	Anitar Investments LLC, BRN Industries Limited, O-I Glass Inc., Musashi Seimitsu Industry Co. Ltd. (Japan) and Tenecco Inc, Tenneco Exhaust India Private Limited, Renowned Auto Products Mfrs Private Limited.
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company as on 31st March, 2024 *	NIL
Chairperson /Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson *	NIL
Name of listed Companies from which the Director has resigned in the past three years	NIL
Number of Equity Shares held in the Company	NIL
Disclosure of relationship with Directors/ KMP's	NIL
No of the Meetings of the Board attended during the year	Kindly refer report on the Corporate Governance annexed to this Annual Report.

**In terms of the applicable provisions of the SEBI Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.*

ANNEXURE B

Details of the directors seeking appointment/re-appointment at 17th Annual General Meeting (as set out in item no. 3 of this notice)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS 2 ON GENERAL MEETINGS (SS-2) AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of Director	Mr. Michael Hummelbrunner (DIN: 10483 465)
Date of Birth	17-02-1978 (Age: 46)
Date of Appointment on current position	14-05-2024
Qualification	Vienna University of Economics and Business Administration
Expertise in Specific functional areas	Finance & Controlling, IT/Digitalization, Legal & Compliance, Procurement & Supplier Management at Miba AG
Terms and Condition of appointment/ Re-appointment	Non- Executive Non-Independent Director- liable to retire by rotation
Details of remuneration last Drawn (FY 2023-24)	NA
Details of Proposed remuneration	NIL
List of other Companies in which directorship is held as on 31st March, 2024	Miba Engineering Center India Private Limited
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company as on 31st March, 2024 *	NA
Chairperson /Member of the Committee(s) of Board of Directors of other Companies in which Director is a Member / Chairperson *	NIL
Name of listed Companies from which the Director has resigned in the past three years	NIL
Number of Equity Shares held in the Company	NIL
Disclosure of relationship with Directors/ KMP's	NIL
No of the Meetings of the Board attended during the year	NIL

**In terms of the applicable provisions of the SEBI Listing Regulations, memberships and chairpersonship in committee only includes the Audit Committee and Stakeholders Relationship Committee in other public limited companies (including deemed public company), whether listed or not.*

ANNEXURE C

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH CLAUSE 1.2.5 OF SECRETARIAL STANDARDS 2 ON GENERAL MEETINGS (SS-2) AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 4 and 5 of the accompanying Notice dated 14th May, 2024:

For Item Nos. 4:

In a Board meeting held on 28th January, 2021, the Company had 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 14th May, 2024.

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.
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.

The proposed draft of the the amended article of Association will be available for inspection at the Registered Office of company from 9:00 am to 5:00 pm, during the working days upto the date of AGM

For Item Nos. 5 & 6:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such

arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 14th May, 2024 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 5 & 6 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

DETAILS OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED BETWEEN THE RELATED PARTIES OF SINTERCOM INDIA LIMITED IN TERMS OF THE SEBI CIRCULAR DATED NOVEMBER 22, 2021.

Material Related Party Transactions by the Company

Sr. No.	Particulars	Details	Details
A	A Summary of information provided by the management to the Audit Committee		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	MIBA SINTER AUSTRIA GmbH, Associate	AJ FIBERTEK INDIA PRIVATE LIMITED Associate
2	Name of Director (s) or Key Managerial Personnel who is related, if any	Mr. Michael Hummelbrunner, being the Director nominated by Miba Sinter Holding GmbH & Co KG on the Board of the Company	Mr. Jignesh Raval, Being Director of the company.
3	Type, tenure, material terms and particulars	Purchase of Hybrid Damped Gear and Camshaft Gear from MIBA SINTER AUSTRIA GmbH. Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s). Approval of the shareholders is being sought for entering into an agreement for transaction of purchase of Hybrid Damped Gear and Camshaft Gear during the year 2024-25.	Purchase of tools & moulds, short term borrowing for working capital from AJ Fibertek India Private Limited. Material terms and conditions are based on the contracts which inter alia include the rates based on prevailing/ extant market conditions and commercial terms as on the date of entering into the contract(s). Approval of the shareholders is being sought for entering into an agreement for transaction of purchase of tools & moulds, short term borrowings for working capital during the year 2024-25.

4	Value of the transaction	Rs. 220.50 mn	Rs. 120 mn
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	25% of previous year's annual turnover.	13.7 % of previous year's annual turnover.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	No	No
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity	Sintercom has been nominated by one of the customer in India to supply the Hybrid Damped Gear and Camshaft Gears to them. The said gears are developed and manufactured by Miba Sinter Austria and approved and are validated by the customer. With the said RPT, it will help Sintercom to improve the revenue of Sintercom. The said parts would be further supplied from Sintercom to customer thus resulting in increased turnover.	AJ Fibertek has inhouse tool development facility. Sintercom proposes to source tooling requirements from AJ with costs savings in range of 10-12% as compared to the existing supplier base of Sintercom.

8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable	Not Applicable
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s) shall abstain from voting on the said resolution.

The Board recommends passing of the Special Resolutions as set out in Item nos. 4 and ordinary Resolution as set out in item nos. 5 & 6 of this Notice, for approval by the Members of the Company.

Mr. Michael Hummelbrunner, being the Director nominated by Miba Sinter Holding GmbH & Co KG on the Board of the Company, is deemed to be concerned or interested in resolutions no. 5 of this Notice, to the extent of MIBA SINTER AUSTRIA GmbH and Miba Sinter Holding GmbH & Co KG' interest in the transactions.

Mr. Jignesh Raval being the director of Sintercom India Limited & AJ Fibertek India Private Limited is deemed to be concerned or interested in resolution no. 6 of this Notice to the extent of AJ Fibertek India Private Limited interest in the transactions.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, is in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item no. 4,5 and 6 of this Notice.

**By Order of the Board of Directors
For Sintercom India Limited**

Jignesh Raval

Managing Director

DIN: 01591000

Pune, May 14, 2024

Registered Office:

Sintercom India Limited

Gat No. 127, At Post : Mangrul,

Tal : Maval, Talegaon Dabhade,

Pune – 410507.

Email: investor@sintercom.co.in

Website: www.sintercom.co.in

CIN: L29299PN2007PLC129627

NOTES FOR MEMBERS ATTENTION

1. Virtual Meeting

The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2023 dated 25th September, 2023, read with circulars dated, 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 08th December, 2021, 14th December, 2021, 28th December, 2022 and 25th September, 2023 (collectively referred to as "MCA Circulars") and Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 06th October, 2023 respectively, issued by the Securities and Exchange Board of India ("SEBI"), permitted the holding of the AGM through VC/OAVM, on or before 30th September, 2024, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 17th AGM of the Company is being held through VC/OAVM. The 17th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 17th AGM of the Company is being held through VC/OAVM on Monday, 12th August 2024 at 04:00 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Gat No. 127, At post : Mangrul, Tal : Maval, Talegaon Dabhade, Pune – 410507. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

2. Electronic copy of Annual Report and Notice of the 17th Annual General Meeting

- a) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
- b) The Company shall send the physical copy of Annual report for the Financial Year 2023-2024 to those Members who request the same at – investor@sintercom.co.in
- c) Members may note that the Notice and Annual Report 2023-24 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 website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. Register to receive communications electronically

Members who have not registered / updated their e-mail address or mobile number with the Company but wish to receive all communication (including Annual Report) from the Company electronically may register / update their e-mail and mobile numbers on by sending email on investor@sintercom.co.in. Members are also encouraged to register / update their e-mail addresses or mobile number with the relevant Depository Participant.

4. Proxy and Attendance

The AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, 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.

Since the AGM will be held through VC/OAVM, the route map of the venue of the AGM is not annexed thereto.

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.

Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

The Recorded transcript of the AGM shall also be made available as soon as possible on the website of the company at www.sintercom.co.in

5. Directors seeking appointment / re-appointment

Relevant details with respect of Directors seeking appointment / re-appointment at the AGM, in terms of Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standards on General Meetings, are set out in Annexure A and Annexure B which also form part of this Notice.

The Statement, pursuant to Section 102 of the Act, setting out material facts concerning the business with respect to Item No. 3 and item No. 4 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director(s) seeking appointment(s) / re-appointment at this 17th AGM is annexed to this Notice. As per the provisions of Clause 3.A.II. of the General Circular No. 20/2020 dated 05th May, 2020, the matters of special business as appearing at Item No. 3, Item No. 4 and Item No. 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice. Kindly note that in this notice, the terms Member(s) or Shareholder(s) are used interchangeably

6. Authorised Representative

Institutional / Corporate Shareholders (i.e. other than individuals HUF, NRI. etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.

The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to Mr. Sunil Nanal at sunil.nanal@kanjcs.com with a copy marked to the Company Secretary at investor@sintercom.co.in

7. Document open for inspection

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

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 05th August, 2024 through email on investor@sintercom.co.in. The same will be replied by the Company suitably.

8. E-voting

Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, 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 Company has engaged the services of NSDL to provide facility of conducting Annual General Meeting through VC /OAVM facility and the remote e-voting facility and the e-voting system on the date of the AGM.

The Company has appointed Mr. Sunil Nanal (Membership No. F5977, C.P. No: 2809), Partner M/s. Kanj & Co. LLP, Practicing Company Secretaries (email id: sunil.nanal@kanjcs.com) address: Aishwarya Sankul, Near Joshi Railway Museum Kothrud, Pune- 411038, to act as the Scrutinizer and to scrutinize the entire e-voting process (i.e. remote e-voting and e-voting at the AGM) in a fair and transparent manner.

Remote e-voting: Important Dates

Cut-off date <i>(for determining the Members entitled to vote on the resolutions set forth in this notice)</i>		Monday 05th August, 2024
Remote e-voting period <i>(During this period, members of the Company as on the cutoff date may cast their vote by remote e-voting)</i>	Commence from	9:00 a.m. IST, Friday, 09th August, 2024
	End at	5.00 p.m. IST, Sunday, 11th August, 2024 <i>(The remote e-voting module shall be disabled for voting thereafter by NSDL)</i>
URL for remote e-voting		NSDL: https://eservices.nsdl.com/ or https://www.evoting.nsdl.com/ CDSL: https://web.cdslindia.com/myeasi/home/login or https://www.cdslindia.com/

Remote e-voting: Procedure

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

Step No.	For Shareholders holding securities with NSDL	For Shareholders holding securities with CDSL
Registered User		
1	The URL for users to login for NSDL IDeAS facility: https://eservices.nsd.com either on a personal computer or on a mobile.	The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
2	Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.	Login through their User Id and password.
3	After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.	After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
4	Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	Click on e-Voting service provider name to cast your vote.
First time user		
5	Option to register is available at https://eservices.nsd.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp	Option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration
Alternative Method		
6	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile.	The user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page.
7	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.	SKIP
8	A new screen will open. You will have to enter your User ID (i.e. your sixteen (16) digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen.	SKIP
9	After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	SKIP
10	Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

Step No.	For first time user- NSDL e-voting and other than Individual shareholders						
1	The URL for users to login for NSDL IDeAS facility: 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, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.						
4	Your User ID details are given below: <table border="1" data-bbox="229 1733 1447 2033"> <thead> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL)</th> <th>Your User ID is:</th> </tr> </thead> <tbody> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td> <td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</td> </tr> <tr> <td>b) For Members who hold shares in demat account with CDSL.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.</td> </tr> </tbody> </table>	Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:						
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.						
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.						
<i>Note: Total shareholding of the Company is in demat form, so the details required for physical shareholding is not mentioned.</i>							

5	<p>Password details for shareholders other than Individual shareholders are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.</p>
6	<p>If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com</p> <p>b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</p> <p>c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p>
7	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

III. E-voting during AGM

Step No.	E-voting during AGM
1	After successful login at as per the steps mentioned above in point I and II, 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 company for which you wish to cast your vote 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.

IV. E-voting – Important Instructions

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.
5. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Shareholders / members holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.co.in

V. Attending the AGM through NSDL platform:

Step No.	For all the shareholders
1	Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system.
2	The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be provided with a facility to attend AGM through VC/OAVM through the NSDL e-Voting system which will open 30 minutes before the scheduled time of the AGM. 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.
3	After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed.
4	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.

Note:

1. *Members are encouraged to join the Meeting through Laptops for better experience.*
2. *Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.*
3. *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.*

9. Speaker registration for the AGM

1. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 (seven) days prior to meeting i.e. Monday 05th August, 2024 mentioning their name, demat account number / folio number, e-mail ID, mobile number at investor@sintercom.co.in.
2. Only those shareholders who have registered themselves as a speaker will be allowed to express their views / ask questions during the Meeting.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
4. Shareholders are requested to speak only when moderator of the Meeting / management will announce the name and serial number for speaking.
5. Please note that the Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
6. Other shareholders may ask questions to the panellist, via active chat-board during the meeting.
7. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting i.e. Monday 05th August, 2024 mentioning their name, demat account number / folio number, e-mail ID, mobile number at investor@sintercom.co.in. These queries will be replied to by the Company suitably by e-mail.

10. Other information related to e-voting

- a. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e. Monday 05th August, 2024 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM.
- b. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
- c. Members who have cast their vote by remote e-voting prior to the AGM will be entitled to attend the AGM and their presence shall be counted for the purpose of quorum. However, they shall not be entitled to cast their vote again. In case a member casts his vote by more than one mode of voting including remote e-voting, then voting done through remote e-voting shall prevail and other shall be treated as invalid.
- d. Voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Monday 05th August, 2024.
- e. Any person, who acquires shares of the Company and becomes a member of the

Company after dispatch of the notice and holds shares as of the cut-off date may follow the procedure for remote e-voting as enumerated in detail hereinabove. They may also refer to the FAQs and e-voting manual available at www.evoting.nsdl.com (under help section) or write an e-mail to investor@sintercom.co.in

- f. Every client ID no. / folio no. will have one vote, irrespective of number of joint holders. However, in case the joint holders wish to attend the meeting, the joint holder whose name is higher in the order of names among the joint holders, will be entitled to vote at the AGM.
- g. The members may also update their mobile number and e-mail ID in the user profile details of their respective client ID no. / folio no., which may be used for sending future communication(s).

11. Other Information for Shareholders:

- a. 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 Mr. Pankaj Bhatawadekar at the registered office of the Company (Phone +9120 4852 2679, Email: investor@sintercom.co.in)
- b. 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.*
- c. 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.

12. General Instructions:

- a. Shareholders / Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.
- b. Shareholders / Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- c. Please note that Shareholders / Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio / Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- d. At the AGM, the Chairperson shall, at the end of discussion on the resolutions on which voting is to be held, allow e-voting at the AGM.
- e. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting , first

count the votes cast at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two witness not in the employment of the company and make, a consolidated scrutinizer's Report of the total votes cast in favour or against, if any, and submit same to the Chairperson of the company or a person authorized by him in writing who shall countersign the same and the Chairperson of the company or a person authorized by him shall declare the results of the voting forthwith.

- f. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, not later than two working days of the conclusion of the AGM, to the Chairperson or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g. The results along with the consolidated Scrutinizer's Report shall be declared by means of:
 - (I) dissemination on the website of the Company i.e. www.sintercom.co.in and
 - (ii) Communication to National Stock Exchange of India Limited thereby enabling them to disseminate the same on their respective websites.
- h. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Monday, 12th August, 2024.

**By Order of the Board of Directors
For Sintercom India Limited**

Jignesh Raval

Managing Director

DIN: 01591000

Pune, May 14, 2024

Registered Office:

Sintercom India Limited

Gat No. 127, At Post : Mangrul,

Tal : Maval, Talegaon Dabhade,

Pune – 410507.

Email: investor@sintercom.co.in

Website: www.sintercom.co.in

CIN: L29299PN2007PLC129627