

**SAURASHTRA CEMENT LIMITED**

(CIN: L26941GJ1956PLC000840)

**Registered Office:** Near Railway Station, Ranavav 360560 (Gujarat)**E-Mail:** sclinvestorquery@mehtagroup.com**Website:** <http://scl.mehtagroup.com>**Phone:** 02801-234200 | **Corporate Office Phone:** 022-66365444**NOTICE**

Notice is hereby given that the **65<sup>th</sup> Annual General Meeting** of the Shareholders of the Company (AGM) will be held on **Thursday the 17<sup>th</sup> day of August 2023 at 3.15 p.m.** through Video Conferencing (VC)/Other Audio-Visual Means (OVAM) to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March 2023 and Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Hemnabh Ranvir Khatau (DIN:02390064), Non-Executive, Non-Independent Director who retires by rotation, and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution for the appointment and remuneration of the Cost Auditors for the Financial Year ending March 31, 2024 as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the appointment of M/s. V.J.Talati & Co, Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2024, at a remuneration of ₹ 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Goods and Services Tax (GST) and reimbursement of out of pocket expenses incurred by them during the course of Audit, be and is hereby ratified."

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

4. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. M. N. Sarma (DIN:06734357) as Non-Executive, Independent Director of the Company as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company; Mr. M. N. Sarma (DIN:06734357) who was appointed by the Board of Directors as an Additional Director of the Company categorized as 'Non-Executive, Independent Director' on 25<sup>th</sup> May, 2023 and who holds office of Independent Director upto the conclusion of the ensuing Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold a term of five (5) consecutive years from 25<sup>th</sup> May, 2023 to 24<sup>th</sup> May 2028."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mr. Aman Pradeepchand Khanna (DIN: 10211441) as Non-Executive, Independent Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company; Mr. Aman Pradeepchand Khanna (DIN:10211441) who was appointed by the Board of Directors as an Additional Director of the Company categorized as 'Non-Executive, Independent Director' on 30<sup>th</sup> June 2023 and who holds office of Independent Director upto the conclusion of the ensuing Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold a term of five (5) consecutive years from 30<sup>th</sup> June 2023 to 29<sup>th</sup> June 2028."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution for appointment of Mrs. Radhika Samartjitsinh Gaekwad (DIN: 05129326) as Non-Executive, Independent Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment & Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Articles of Association of the Company; Mrs.Radhika Samartjitsinh Gaekwad (DIN:05129326) who was appointed by the Board of Directors as an Additional Director of the Company categorized as 'Non-Executive Independent Director' on 30<sup>th</sup> June 2023 and who holds office of Independent Director upto the conclusion of the ensuing Annual General Meeting and being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold a term of five (5) consecutive years from 30<sup>th</sup> June 2023 to 29<sup>th</sup> June 2028."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution for re-appointment of Mr. Ashwani Kumar (DIN: 02870681) as Non-Executive, Independent Director of the Company as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16, 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company; Mr. Ashwani Kumar (DIN: 02870681), Independent Director of the Company who has given his consent for re-appointment and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five (5) consecutive years with effect from 13<sup>th</sup> February 2024 to 12<sup>th</sup> February 2029."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution for re-appointment of Mr. Jay Mehta (DIN:00152072), Executive Vice Chairman from 1<sup>st</sup> January 2024 till 31<sup>st</sup> December 2026 and payment of remuneration as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to re-appoint Mr. Jay Mehta as the Executive Vice Chairman of the Company for a period of 3 (three) years from 1<sup>st</sup> January 2024 upto 31<sup>st</sup> December 2026 at a basic salary of ₹33,00,000/- per month

with 12% increase per annum (year over year for the tenure) plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement and as has been provided in the explanatory statement."

**"RESOLVED FURTHER THAT** in addition to the above; authority is delegated to the Board of Directors to consider/evaluate payment of commission to Mr. Jay Mehta, Executive Vice Chairman, during his tenure (on year over year basis) subject to the profitability/and in accordance with Section 197 of the Act."

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended from time to time and in accordance with all other applicable provisions of the Companies Act, 2013, in case of loss or inadequacy of profits and pursuant to proviso to Schedule V (Part II) (Section II) of the Companies Act, 2013, the remuneration as approved by the Shareholders herewith shall be the minimum remuneration."

**"RESOLVED FURTHER THAT** during his tenure upto 31<sup>st</sup> December 2026, if the compensation payable to Mr. Jay Mehta exceed the limits as provided under the Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time, then the same can be paid as per the above approvals even if the same exceeds the said limits."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company/Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. Jay Mehta within such guidelines or amendments as may be prescribed under the Companies Act, 2013 or subject to such approval as may be required."

**"RESOLVED FURTHER THAT** any Director of the Company / Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolutions".

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution for reappointment of Mr. M. S. Gilotra (DIN:00152190), Managing Director from 1<sup>st</sup> January 2024 till 31<sup>st</sup> December 2026 and payment of remuneration as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded to re-appoint Mr. M.S. Gilotra as the Managing Director of the Company for a further period of 3 (three) years from 1<sup>st</sup> January 2024 upto 31<sup>st</sup> December 2026 at a basic salary of Rs. 23,00,000/- per month with 12% increase per annum (year over year for the tenure) plus HRA or Company leased accommodation plus perquisites and reimbursement of expenses plus provident fund and superannuation fund as per the rules of the Company and gratuity payable at the time of retirement and as has been provided in the explanatory statement."

**"RESOLVED FURTHER THAT** in addition to the above; authority is delegated to the Board of Directors to consider/evaluate payment of commission to Mr. M. S. Gilotra, Managing Director, during his tenure (on year over year basis) subject to the profitability/and in accordance with Section 197 of the Act."

**"RESOLVED FURTHER THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended from time to time and all other applicable provisions of the Companies Act, 2013, in case of loss or inadequacy of profits and pursuant to proviso to Schedule V (Part II) (Section II) of the Companies Act, 2013, the remuneration as approved by the shareholders herewith shall be the minimum remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company/Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. M. S. Gilotra within such guidelines or amendments as may be prescribed under the Companies Act, 2013 or subject to such approval as may be required."

**"RESOLVED FURTHER THAT** any Director of the Company / Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be necessary or expedient to give effect to the aforesaid resolutions".

10. To consider and, if thought fit, to pass, with or without modification, the following resolution for Alteration of the Company's Articles of Association as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by insertion of Article 176A under a new Clause XXVA immediately after Article 176 under Clause XXV with new heading reading "Appointment of Chairman Emeritus" as follows:

Article No.	APPOINTMENT OF CHAIRMAN EMERITUS
176A	(i) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the Industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
	(ii) The Chairman Emeritus shall hold office until he resigns office or a resolution to that effect is passed by the Board.
	(iii) The Chairman Emeritus may be invited to attend any meetings of the Board or Committee thereof, but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
	(iv) The Chairman Emeritus shall not be deemed to be a Director for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining maximum number of Directors which the Company can appoint.
	(v) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
	(vi) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus.

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to consider the appointment of 'Chairman Emeritus' a non-board position as and when deemed fit."

**By the Order of the Board of the Directors**

**Sonali Sanas**  
President (CS, Legal & Strategy)

Place : Mumbai  
Dated : 30<sup>th</sup> June 2023

**Registered Office:**  
Near Railway Station  
Ranavav, 360560  
Gujarat

**NOTES:**

1. Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 ("the Act") in respect of special business to be transacted at the AGM is annexed to this Notice.
2. During the year, the Hon'ble National Company Law Tribunal, Ahmedabad Bench vide its order dated 16<sup>th</sup> March 2023 approved the Scheme of Amalgamation for merger of Gujarat Sidhee Cement Limited with Saurashtra Cement Limited. Gujarat Sidhee Cement Limited was also a Mehta Group company. The scheme became effective from 30<sup>th</sup> March 2023. The scheme shall have the benefits and synergies as envisaged on the objectives like:-
  - Better competitive positioning in market in view of similar product and geography of operations.
  - Common management with aligned vision and high promoter stake.
  - Greater expansion capabilities.
  - Higher market capitalization.
  - Proximity between manufacturing presence.
  - Cost and operational optimization by eliminating redundancies.

The Allotment Committee of the Board at its meeting held on 26<sup>th</sup> April 2023, in accordance with the approved scheme, have issued and allotted 5,40,09,641 new equity shares of Rs.10/- each fully paid up of the Company to the shareholders of erstwhile Gujarat Sidhee Cement Limited (GSCL) who were the shareholders as on 21<sup>st</sup> April, 2023 (Record Date). The shares have been credited to the demat account of the shareholders. Listing and trading approvals have been received from BSE Limited.

**New Equity shares of the Company allotted to those shareholders of GSCL who held shares in physical form have been credited to Unclaimed Escrow Account. The shareholders shall be required to claim the new shares from Unclaimed Escrow Account after submitting required details to the Registrar & Transfer Agent.**

**New Equity shares of the Company have been credited in Investor Education and Protection Fund (IEPF) on behalf of those shareholders of GSCL who had not claimed/encashed dividend declared during the Financial Year 2012-13. The shareholders shall be required to claim the shares from IEPF by submitting requisite forms with IEPF.**

New Equity shares of the Company have been credited to an Unclaimed Suspense Securities Account opened by the Company of those shares held by the shareholders in physical/demat form which was transferred by GSCL to an Unclaimed Suspense Account under Regulation 39(4) of SEBI (LODR) Regulations, 2015.

The fractional shares have been transferred to Escrow Account held by a Trustee. These shares will be sold by the Trustee and the proceeds will be paid to the eligible shareholders in accordance with the approved scheme.

3. The relevant details of Director seeking appointment/re-appointment under Item Nos. 4 to 9 of the Notice, as required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings is also annexed.
4. The Ministry of Corporate Affairs ('MCA') vide General Circular No.10/2022 dated December 28, 2022 and the Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 has allowed the Companies to conduct AGMs through Video Conference (VC) and Other Audio Visual Means (OAVM). Accordingly, the 65<sup>th</sup> AGM of the Company is being conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) facility, which does not require physical attendance of the Shareholders at a common venue.

5. The meeting shall be deemed to be conducted at the Registered Office of the Company and as the AGM is held through virtual mode, the Attendance Slip and venue map is not required to be annexed to this Notice.
6. Pursuant to the Circular No.14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Shareholders intending to authorize their representatives to participate and vote at the meeting are requested to email certified copy of the Board resolution/authorization letter to the Company at [sclinvestorquery@mehtagroup.com](mailto:sclinvestorquery@mehtagroup.com).
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Ministry of Corporate Affairs (MCA) vide its General Circular No.10/2022 dated December 28, 2022 and the Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023 has allowed the companies to conduct their AGMs on or before September 30, 2023 through audio visual means and in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated May 05, 2020 and Securities and Exchange Board of India's (SEBI) circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, the Company is providing facility of remote e-voting, as well as e-voting during the AGM, to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue for voting on the date of the AGM will be provided by NSDL.
8. The attendance of the Shareholders attending the AGM through VC /OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").
9. The Shareholders who have exercised their right to vote by remote e-voting may attend the AGM through VC/OVAM but cannot vote during the AGM.
10. Facility of joining the AGM through VC or OAVM shall be open 30 minutes before the time scheduled for the AGM and will be available for Shareholders on first come first serve basis. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Shareholders on first come first served basis.

The large Shareholders (i.e. 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 and Grievances Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 10/2022 dated December 28, 2022 and Securities and Exchange Board of India's (SEBI) Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, the Notice calling the AGM and Annual Report for the year 2022-23 is being sent to only those Shareholders who have registered their email address with the Company and depositories and the Notice and the Annual Report is also uploaded on the website of the Company at <https://scl.mehtagroup.com/investors/agm-notice> and <https://scl.mehtagroup.com/investors/financials/annual-reports>. The Notice and the Annual Report for the year 2022-23 can also be accessed at the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 noon on any working day till the date of the ensuing AGM. For any communication, the Shareholders may also send requests to the Company's investor email id: [sclinvestorquery@mehtagroup.com](mailto:sclinvestorquery@mehtagroup.com).

12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No.10/2022 dated December 28, 2022 and in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No.20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs.
13. The Share Transfer Books and Register of Shareholders of the Company shall remain closed from **Friday, the 11<sup>th</sup> August, 2023 to Thursday, the 17<sup>th</sup> August, 2023 (both days inclusive)** in connection with the Annual General Meeting. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held by them as on the cut-off date i.e. **10<sup>th</sup> August 2023**.
14. Shareholders are requested to notify immediately any change of address:
  - i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
  - ii) To the Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 in respect of their physical share folios, if any.
15. **Shares of the Company are compulsorily required to be traded in demat form. If you have not dematerialized your shares, you are requested to get the shares dematerialized at the earliest in your own interest.**
16. Non-resident Indian Shareholders are requested to inform the Registrar immediately of the change in their residential status, if any.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN), Bank details and other KYC details by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
18. Mr. Sachin Ahuja, Chartered Accountant (Membership No.109019) and Proprietor of M/s. Sachin Ahuja & Associates, Chartered Accountants (Membership No.133448W) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.  
 The Scrutinizer after scrutinizing the votes cast during the AGM and through remote e-voting will prepare a consolidated scrutinizer's report, not later than 48 hours of the conclusion of AGM and submit the same to the Chairman.
19. The results of the voting declared at the AGM along with the scrutinizer's report shall be placed on the Company's website <https://scl.mehtagroup.com/investors/e-voting-reports> on the Stock Exchange website at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
20. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. **10<sup>th</sup> August 2023** may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode 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 i.e. **10<sup>th</sup> August 2023** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
21. **INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM):**
  - a) Members 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.** After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/ AVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.

- b) Members are encouraged to join the Meeting through Laptops for better experience.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Members are requested to submit their questions if any, in advance with regard to the financial statements or any other matter to be placed at the AGM from their registered email address, mentioning their name, DP ID/ Client ID/folio number, mobile number to reach the Company’s email address at [sclinvestorquery@mehtagroup.com](mailto:sclinvestorquery@mehtagroup.com) latest by **16<sup>th</sup> August 2023** before 3.00 p.m. (IST). The same will be replied by the Company suitably.
- f) Members as on the cut-off date who would like to express their views/ask questions as a speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [sclinvestorquery@mehtagroup.com](mailto:sclinvestorquery@mehtagroup.com) between **Thursday, 10<sup>th</sup> August, 2023 (9.00 a.m. IST) and Wednesday, 16<sup>th</sup> August 2023 (5.00 p.m. IST)**. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.  
Further, those Members who have not registered themselves as a speaker, but desirous of expressing their views/ask questions during the AGM, may be allowed to do so, through the chat box option. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- g) Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or 1800 1020 990/1800 22 44 30 or contact Mr. Amit Vishal, Assistant Vice President on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or 1800 1020 990/1800 22 44 30.

22. Only those members who have not casted their vote through the remote e- voting (prior to the AGM) as per below are entitled to vote at the AGM.

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING BEFORE /DURING THE EQUITY SHAREHOLDERS MEETING ARE AS UNDER:**

The remote e-voting period begins on Monday, 14<sup>th</sup> August 2023 at 9.00 A.M. (IST) and ends on Wednesday, 16<sup>th</sup> August 2023 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on 10<sup>th</sup> August 2023 (Cut-off date) may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10<sup>th</sup> August 2023.



### How do I vote electronically using the NSDL e-Voting system?


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

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

In terms of SEBI circular dated 9 December 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	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider</b> i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘Shareholder/Member’ section. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33