



To,
The Chief General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: 512329

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, please find enclosed herewith a copy of Notice of Postal Ballot dated January 8, 2024.

We request you to kindly take the above information on your record.

Thanking you,
Yours faithfully,

For SG Mart Limited

Sachin Kumar
Company Secretary

Date: January 10, 2024
Place: Delhi

SG MART LIMITED

(formerly known as Kintech Renewables Limited)

Registered office: Kintech House, 8, Shivalik Plaza, Opp. AMA, IIM Road, Ahmedabad - 380 015, Gujarat, India
Corporate Office: Unit No. 705 GDITL Tower Plot No. B-8, Netaji Subhash Place, Pitampura, Delhi -110034, India
Tel: +91 - 9205556113 | Email: compliance@sgmart.co.in
Website: www.sgmart.co.in | CIN : L46102GJ1985PLC013254



SG Mart Limited

CIN: L46102GJ1985PLC013254

Regd. Office: Kintech House, 8, Shivalik Plaza, Opp. AMA, IIM Road, Ahmedabad- 380015

Corporate Office: Unit No. 705 GDITL Tower Plot No. B-8 Netaji Subhash Place, Pitampura Delhi 110034

Email: compliance@sgmart.co.in ; **Website:** www.sgmart.co.in **Tel:** (091)-9205556113

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

**To,
Dear Member(s),**

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") under the Companies Act, 2013 ("the Act 2013") the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), as may be applicable and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), for obtaining approval of the members, by way of ordinary/special resolutions, through Postal Ballot, including electronic means (e-Voting), for the businesses as set out in this Notice.

The draft of the resolutions to be passed together with the statement of material facts explaining the reasons thereof, pursuant to Section 102(1) of the Act 2013, are being sent to the members in electronic form to their registered e-mail IDs.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members to cast their votes through remote e-Voting by selecting appropriate options, in accordance with the provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulations.

The Company, for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the resolutions.

The detailed procedure for voting through "electronic means" are given in the Notes attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, Friday, January 5, 2024. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The voting rights in respect of unclaimed shares held in Investors Education Protection Fund stand frozen in terms of Regulation 39 read with Schedule VI of the Listing Regulations and Section 124 of the Act, 2013.

The Board of Directors (the Board) has appointed Shri Jatin Gupta, having Membership Number FCS 5651, COP No. 5236, Practising Company Secretary, Delhi, as the Scrutinizer, at its meeting held on Monday, January 8, 2024, for conducting the postal ballot process (voting by "post" and through "electronic means") in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are, therefore, requested to carefully read and follow the instructions for voting by electronic means and cast their votes electronically during the voting period from Thursday, January 11, 2024, 9.00 A.M (IST) to Friday, February 9, 2024, 5.00 P.M (IST) by following the procedures as explained in the Notes herein below.

The Scrutinizer will submit his consolidated report on the results of voting by "electronic means" to any one of the directors/KMPs of the Company as authorised, after completion of the scrutiny of voting by electronic means.

The results will be announced by any one of the directors/KMPs of the Company, as authorized, at its registered office/corporate office latest by Saturday, February 10, 2024.

The last date of voting, i.e., Friday, February 9, 2024 will be taken as the date of passing of the resolutions by the members of the Company.

Members requiring any clarification may contact Mr. Sachin Kumar, Company Secretary at the corporate office of the Company or through e-mail viz compliance@sgmart.co.in .

All documents, referred to in this Notice and in the Statement of material facts referred to under Section 102(1) of the Companies Act, 2013, are open for inspection at the Corporate Office of the Company during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Friday, February 9, 2024.

Members may note that this Postal Ballot Notice will also be available on Company's website (www.sgmart.co.in) and the website of BSE Limited (www.bseindia.com) and National Securities Depository Limited ('NSDL')'s website (www.evoting.nsdl.com).

SPECIAL BUSINESSES

ITEM NO. 1: SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY FROM ₹10/- (RUPEES TEN ONLY) EACH TO ₹1/- (RUPEE ONE) EACH:

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of each equity share of face value of ₹10/- (Rupees Ten Only) into face value of ₹1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the consequent to sub-division/split in face value of Equity Shares from ₹10/- each to ₹1/-, resulting into 10 Equity Shares of ₹1/- each for existing 1 Equity Share of ₹10/- each, conversion ratio for outstanding warrants stand changed to 1 (one) Warrant being convertible, at the option of the warrant-holder by paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (ICDR) Regulations, 2018, into 10 (Ten) Equity Shares of ₹1/- (Rupee One Only).

RESOLVED FURTHER THAT pursuant to the split/sub-division of face value of equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of ₹10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand sub-divided into equity shares of face value of ₹1/- (Rupee One only) each fully paid up, shall rank *pari-passu* in all respects with the existing fully paid equity share of ₹10/- each of the company and shall be entitled to participate in full dividend to be declared after sub-divided Equity shares are allotted.

RESOLVED FURTHER THAT upon Sub-Division of face value of Equity Shares, as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the nominal value of ₹10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of members who hold the Equity Shares / opt to receive the sub-divided Equity Shares in dematerialized form, the subdivided Equity Shares of nominal value of ₹1/- (Rupee One only) each shall be credited to the respective beneficiary account of the members with their respective

depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make appropriate adjustments due to sub-division of shares as aforesaid for the outstanding options under “Kintech Renewables Limited Employee Stock Option Scheme-2023” of the company, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any amendments thereto from time to time, such that the exercise price for all outstanding options as on the ‘record date’ (as determined by the Board) (granted and ungranted options), shall be proportionately adjusted in a manner such that total value of Options remains same before and after adjustment

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchange and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Executive Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company”

ITEM NO. 2 – ALTERATION OF ‘CAPITAL CLAUSE’ OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

“The Authorised Share Capital of the Company is ₹15,00,00,000 (Rupees Fifteen Crores only), divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹1/- (Rupee One) each.”

FURTHER RESOLVED THAT any director and/or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 3: ISSUE OF BONUS EQUITY SHARES TO THE SECURITYHOLDERS OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, Reserve Bank of India (“RBI”) and any other statutory authority from time to time, the enabling provisions of the Articles of Association of the Company and such other approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, approval of the members be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding 5,57,70,000 (Rupees Five Crore Fifty Seven Lakhs Seventy Thousand only) from and out of the Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of 5,57,70,000 as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on ‘Record Date’ to be determined by the Company for this purpose, in proportion of 1 (One) new fully paid-up equity share of ₹1/- (Rupee one only) each for every 1 (One) fully paid-up Equity Shares of ₹1/- (Rupee one only) each (i.e. Adjusted for Sub-Division of equity Shares as on the Record Date) and that the new Bonus equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid- up capital of the Company held by each such member.

RESOLVED FURTHER THAT the Board of Directors of the Company to reserve ₹72,30,000/- (Rupees Seventy Two Lacs Thirty Thousand only) for the purpose of issue of bonus issue of equity shares to the warrant holders holding 7,23,000 (Seven Lakh Twenty Three Thousand) Warrants convertible into 72,30,000 Equity Shares of ₹1 each (upon sub-division of the equity shares) after paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (ICDR) Regulations, 2018, by capitalisation of Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company.

RESOLVED FURTHER THAT the Board of Directors confirm with reference to the issue of bonus shares that:

- a) The existing equity shares of the company are fully paid up.
- b) The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.

- c) The Company is authorized by the Article to issue bonus shares, as being proposed in the resolution.
- d) There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- e) The Company has not defaulted in payment of statutory dues of employees such as contribution to PF, gratuity and bonus.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects with and carry the same rights as the existing Equity Shares on Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares.

RESOLVED FURTHER THAT the bonus Equity Shares of nominal value of ₹1/- (Rupee One only) shall be, (i) issued in physical form and the certificates shall be despatched to the members who hold the shares in physical form as on the record date and (ii) credited to the respective beneficiary account of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing Equity Shares of the Company in the case of members who hold the Equity Shares / opt to receive the bonus Equity Shares in dematerialized form, as on the record date.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to Non-Resident member(s), Foreign Institutional Investor(s) (FIIs) and other Foreign Portfolio Investor(s), (FPIs) be subject to the approval of RBI or any other regulatory authority, as may be applicable.

RESOLVED FURTHER THAT that the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchange where the securities of the Company are presently listed as per the provisions of the listing regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to give such directions, as may in their absolute direction deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agents, depositories and/or any other regulatory or statutory authorities, to appoint legal representatives, advocates, attorneys, including to settle any questions, doubts or difficulties that may arise in this respect without requiring to obtain any further approval of Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and or matters connected therewith or incidental thereto expressly by the authority of this resolution.”

ITEM NO. 4: APPOINTMENT OF MRS. MEENAKSHI GUPTA (DIN: 01158825) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:

“RESOLVED THAT Mrs. Meenakshi Gupta (DIN : 01158825), who was appointed as an Additional Director of the Company by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee with effect from October 3, 2023 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of Annual General Meeting to be held in year 2024, and being eligible, offers herself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mrs. Meenakshi Gupta for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation, with immediate effect.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

**By order of the Board of Directors
For SG Mart Limited**

**Sd/-
Sachin Kumar
Company Secretary**

**Place: Delhi
Date: January 8, 2024**

NOTES FOR MEMBER'S ATTENTION:

- (1) A Statement of material facts pursuant to the provisions of Section 102 (1) of the Act, 2013 setting out the material facts relating to the businesses to be transacted is annexed hereto.
- (2) Notice is being sent to the members whose names appear in the register of members / list of beneficial owners on National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, January 5, 2024 (cut-off date).
- (3) The Notice is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Members may note that the Postal Ballot Notice will also be available on the Company's website at www.sgmart.co.in, Stock Exchange' website (www.bseindia.com) and National Securities Depository Services Limited ('NSDL')'s website <https://www.evoting.nsdl.com>. Any member seeking e-copy of this notice may write to us at compliance@sgmart.co.in.
- (4) MCA vide its relevant circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
- (5) Member(s) whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date will be considered for e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (6) Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if it has been passed at a general meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of the Listing Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members holding shares in physical form can opt for only one mode of voting, i.e., e-Voting.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.
- (10) A member cannot exercise his / her vote by proxy on Postal Ballot.
- (11) The Board of Directors has appointed Shri Jatin Gupta, having Membership Number FCS 5651, COP No. 5236, Practising Company Secretary, Delhi, as Scrutinizer to conduct the Postal Ballot voting process through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit his report to the Chairman or any one of the directors/KMPs as authorized by Chairman after the completion of scrutiny, and the results of voting through electronic means will be declared by placing it along with the Scrutinizer's report on the Company's website www.sgmart.co.in and communicated to BSE Limited.
- (13) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Friday, February 9, 2024.

- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at Downloads Section of www.evoting.nsdl.com or contact NSDL at the following telephone no. 022-24994600
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form. Members who have registered their e-mail addresses are requested to ensure that the same is operational and if not, provide the correct e-mail address.

How do I vote electronically using 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.</p> <p>Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open.</p> <p>You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p>

	<p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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. 3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.

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.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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	16 Digit Beneficiary ID For example if your Beneficiary ID is 12*****

with CDSL.	then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to jatinfcs@gmail.com with a copy marked to evoting@nsdl.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.
3. 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 Ms. Pallavi Mhatre Manager at evoting@nsdl.com.

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e mail IDs for e-Voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to mcsltbaroda@gmail.com or mcsstaahmd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to mcsltbaroda@gmail.com or mcsstaahmd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder / members may send a request to evoting@nsdl.com for procuring user ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statements sets out all material facts relating to the business mentioned under Items no. 1, 2, 3 and 4 of the accompanying Notice:

ITEM NO. 1 AND 2

In order to improve the liquidity of Company’s Shares and to make it more affordable for small investors and also to broad base the share capital holding, the Board of directors of the Company in its meeting held on January 8, 2024 recommended to sub-divide (split) Company’s 1(One) Equity share of face value of ₹10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of ₹1/- (Rupee One Only) each subject to the approval of members.

The Record Date for the aforesaid sub-division shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained.

Upon approval of shareholders for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of ₹10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of ₹1/- each, fully paid up, will be dispatched to the shareholders and in case the equity shares are in dematerialised form, the sub-divided equity shares will be directly credited to the shareholder’s demat account on record date, in lieu of their existing equity shares.

The sub-division of par value of shares, *inter alia*, requires appropriate adjustments with respect to all options outstanding on a Record Date to be determined by the Board of Directors of the Company after the approval of resolutions set out at item nos. 1 and 2 of this notice. Further, both granted and ungranted options under the currently active “Kintech Renewables Limited Employee Stock Option Scheme-2023” shall also be proportionately adjusted.

The pre-sub division and post-sub division equity share capital structure of the Company shall be as follows:

Particulars	Authorised Share Capital	Paidup Share Capital	Subscribed Share Capital
Pre share capital (Equity share capital of ₹10 each)	₹15,00,00,000 divided into 1,50,00,000 Equity shares	₹5,57,70,000 divided into 55,77,000 Equity shares	₹5,57,70,000 divided into 55,77,000 Equity shares
Post share capital	₹15,00,00,000 divided into	₹5,57,70,000 divided	₹5,57,70,000 divided

(Equity share capital of ₹1 each)	15,00,00,000 Equity shares	into 5,57,70,000 Equity shares	into 5,57,70,000 Equity shares
Post share capital (Equity share capital of ₹1 each) <i>(on fully diluted basis including Bonus issue)</i>	₹15,00,00,000 divided into 15,00,00,000 Equity shares	₹12,60,00,000 divided into 12,60,00,000 Equity shares	₹12,60,00,000 divided into 12,60,00,000 Equity shares

Further it is to be stated that the company has 7,23,000 (Seven Lakh Twenty Three Thousand) outstanding Warrants convertible into Equity Shares. Consequent to sub-division/split in face value of Equity Shares from ₹10/- each to ₹1/-, conversion ratio for outstanding warrant stand changed to 1 (one) Warrant being convertible, at the option of the warrant-holder by paying the remaining 75% consideration within the time limit prescribed under the provisions of the SEBI (ICDR) Regulations, 2018, into 10 (Ten) Equity Shares of ₹1/- (Rupee One Only).

The aforesaid Sub-division of equity shares of face value requires corresponding amendment to the existing Clause V ‘Capital Clause’ of the Memorandum of Association of the Company. Accordingly, Clause V of the Memorandum of Association is proposed to be amended as set out in Item No. 2 in the accompanying notice.

The provisions relating to sub-division of face value of equity shares are contained in Section 61(1)(d) of the Companies Act, 2013 subject to there being enabling provisions in the Articles of Association of the Company, by means of an Ordinary Resolution. The enabling provision is contained in Article No. 4 of the Articles of Association of the Company. The proposed Ordinary Resolution is being placed before the members for the said purpose.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 and 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 1 and 2 of this notice to be passed as Ordinary Resolutions.

ITEM NO. 3

Considering the strong reserves and financial position of the Company, the Board at its meeting held on January 8, 2024 considered, approved and recommended issue of fully paid-up Equity Shares as Bonus shares in the ratio 1:1 (i.e. adjusted for Sub-Division of Equity Shares) by capitalization of a sum not exceeding 5,57,70,000 (Rupees Five Crore Fifty Seven Lakhs Seventy Thousand only) from and out of the Securities Premium account/retained earnings/ free reserves and / or any other permitted reserves/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of 5,57,70,000 as fully paid to the eligible members of the Company whose name(s) appear in the Register of Members on ‘Record Date’ to be determined by the to be determined by the Board. The

bonus shares upon their issue and allotment will rank *pari-passu* in all respects with the existing shares including dividend, if any declared.

Further it is to be stated that the company has 7,23,000 (Seven Lakh Twenty Three Thousand) outstanding Warrants convertible into Equity Shares. The said warrant holders shall also be eligible for the bonus issue of equity shares subject to the post conversion of the warrant into Equity Shares. The Company has also kept a reserve of ₹72,30,000/- (Rupees Seventy Two Lakhs Thirty Thousand only) for the purpose of bonus issue of equity shares to the warrant holders post conversion into equity shares by capitalisation of Securities Premium account, General Reserve, Capital Redemption Reserve and / or any other permitted reserves/surplus of the Company.

The proposed issue of Bonus Shares will be made in accordance with the provisions of Section 63 of the Companies Act 2013, Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, subject to approvals, if any, from the other appropriate authorities. As per the relevant clause in the Articles of Association of the Company, the Company can issue Bonus Shares by capitalization of reserves after obtaining approval of the members by means of an Ordinary Resolution.

Further the Company is in compliance with the following conditions which are required to be met before considering issue of bonus equity shares:

- (i) It has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it;
- (ii) it has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus;
- (iii) the shares are fully paid-up;
- (iv) any of the Company's promoters or directors is not a fugitive economic offender.

The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors i.e. on or before March 7, 2024

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors recommends the resolutions as set out in Item No. 3 of this notice to be passed as Ordinary Resolution.

ITEM NO. 4

The Board of Directors ("Board") upon recommendation of the Nomination and Remuneration Committee, appointed Mrs. Meenakshi Gupta (DIN- 01158825) as an Additional (Non-Executive)

Director of the Company, liable to retire by rotation, effective from 3rd October, 2023. Pursuant to Section 161 of the Companies Act, 2013, Mrs. Meenakshi Gupta holds office as Director upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Notice under Section 160 (1) of the Act has been received from a Member, signifying his intention to propose Mrs. Meenakshi Gupta for the office of Director at the forthcoming Annual General Meeting.

Mrs. Meenakshi Gupta is not debarred from holding office of a Director by virtue of any order of SEBI or any other such authority.

The Company has received from Mrs. Meenakshi Gupta, the requisite declarations and confirmations prescribed under Companies Act and the applicable SEBI Regulations a for the purpose of appointment as a director. The profile and specific areas of expertise of Mrs. Meenakshi Gupta is as follows:

Meenakshi Gupta has more than 15 years of entrepreneurial experience and has gained varied exposure in the fields of management, administration, finance, operation etc.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Mrs. Meenakshi Gupta herself and her relatives, is concerned or interested in the resolution for her appointment.

The Board of Directors recommends the resolutions as set out in Item No. 4 of this notice to be passed as Ordinary Resolution.

By order of the Board of Directors
For SG Mart Limited

Place: Delhi
Date: January 8, 2024

Sd/-
Sachin Kumar
Company Secretary

DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / RE-APPOINTED

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2]

Name of Director	Mrs. Meenakshi Gupta
Date of Birth	09.11.1979
Director Identification Number (DIN)	01158825
Nationality	Indian
Date of first appointment on the Board	03.10.2023
Nature of expertise in specific functional areas	Management, administration, finance,

	operations etc.
Qualification	B.Com. (Hons.) and Executive Courses in the field of Management.
Shareholding in the Company directly or as beneficial owner for any other person	7,50,001 equity shares of ₹10 each
Terms and conditions of appointment/ re-appointment	Appointment as a Non- Executive Director liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	As a Non-Executive Director, she is entitled to sitting fees for attending meetings of the Board/ Committee.
Directorships held in other companies	Nil
*Membership / Chairmanship of Committee(s) of other Companies:	N.A.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	N.A.
No. of meetings of the Board of Directors attended during the F.Y. 2023-24	2
Listed entities from which the person has resigned in the past three years	None

*Note: Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.