



November 29, 2023

To,
The General Manager
BSE Limited
P.J. Towers, Dalal Street,
Mumbai – 400 001

BSE Scrip: 538923

Dear Sir/Madam,

Sub.: Notice of Postal Ballot

Ref: Disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated November 29, 2023 seeking approval of the members of the Company, by way of remote electronic voting ("e-voting"). The Postal Ballot notice is being dispatched today (by electronic means) to the members of the Company whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, November 24, 2023, the cut-off date. The Company has engaged National Securities Depository Limited ("NSDL") for providing e voting facility to all its members.

The e-voting will commence from Thursday, November 30, 2023 at 9.00 am (IST) and ends on Friday, December 29, 2023 at 5:00 pm (IST), beyond which the e-voting shall be disabled by NSDL. The Postal Ballot Notice is available at the website of the Company at www.sofcomsystems.com.

You are requested to take the same on your records.

Thanking you,
For Sofcom Systems Limited

Alka Rajendra Mehta
Director
DIN: 03306793



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time)

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the members of Sofcom Systems Limited (referred to as the “the Company”) by means of Postal Ballot, only by way of remote e-voting process, pursuant to Section 108 and 110 of the Companies Act, 2013 (“the Act”) read with Companies (Management and Administration) Rules, 2014 (“the Rules”), and other applicable provisions of the Act and Rules, General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June, 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable, laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time.

Section 110 of the Companies Act, 2013 read with the rules framed thereunder provide for passing of resolutions by Postal Ballot. In terms of said section and rules, a Company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, get any resolution (other than ordinary business or businesses where any person has a right to be heard) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

The Company will send Postal Ballot Notice by e-mail to all its members who have registered their email addresses with the Company or depositories / depository participants or the Company’s Registrar and Share Transfer Agent (RTA) - Link Intime India Pvt. Ltd (“Link Intime”) and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars to transact the business mentioned in the notice below by the members of the Company through Postal Ballot by remote e-voting process only.

In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

It is proposed to obtain the consent of the members by way of Postal Ballot for the matter as considered in the resolution appended below. The Explanatory Statement pursuant to Section



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Flat No. 802,
Sheel Mohar Apartment,
C- Scheme, Jaipur – 302001
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<http://www.sofcomsystems.com>
Email –sofcomsystemsltd@gmail.com
CIN-L72200RJ1995PLC10192

102 of the Companies Act pertaining to the said Resolution setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolution along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

The Company has appointed Ms. Deepti Grover (FCS Membership No. 7654 and Certificate of Practice No. 17546), Proprietor, M/s. Deepti & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the meeting only through the electronic voting process, in a fair and transparent manner.

The Company has engaged the services of the NSDL for providing e-voting facility to the members. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting have been appended to this Postal Ballot Notice.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e., Friday, November 24, 2023. The e-voting commences on Thursday, November 30, 2023 at 9.00 am (IST) and ends on Friday, December 29, 2023 at 5:00 pm (IST). The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Friday, December 29, 2023.

The Scrutinizer will submit the report to the Chairman/Company Secretary of the Company, upon completion of scrutiny of the result of the postal ballot i.e. e-voting and the result will be announced on or before Monday, December 31, 2023. The result will be posted on the Company's website besides communicating the same to the BSE Limited (BSE).

Notice of the Postal Ballot is available on the website of the Company and also on the website of the Bombay Stock Exchange Limited.

SPECIAL BUSINESS

1. Appointment of Mrs. Priti Apurvhai Shah (DIN: 07165786) as Managing Director of the company.

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

"RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or reenactment thereof), from time being in force, read with Schedule V of the Companies Act,



2013, including rules framed thereunder (the “Act”) Nomination and Remuneration Policy of the Company, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the Members be and hereby accorded to appoint Mrs. Priti Apurvhai Shah (DIN: 07165786), who has signified her consent to be appointed as an Managing Director of the Company, to hold the office for a period of 5 (Five) years effective from October 07, 2023 to October 06, 2028 on such terms and conditions and remuneration as set out in the appointment letter/agreement, to be entered into between the Company and Mrs. Priti Apurvhai Shah (DIN: 07165786), material terms of which are set out in the Explanatory Statement annexed hereto, with liberty to the Board to alter and vary the terms and conditions of the said appointment letter/agreement in such manner as may be agreed between the Board and Mrs. Priti Apurvhai Shah.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of Mrs. Priti Apurvhai Shah (DIN: 07165786) as the Managing Director of the Company, she shall be paid the remuneration as set out in the Explanatory Statement referred to above as the Minimum Remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.”

RESOLVED FURTHER THAT Board of the Directors of the Company (hereinafter referred to as “Board” which term shall deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorise to sign and executed deeds, application, documents and writing that may be required on behalf of the Company and to do all necessary acts, deeds, matter and things, which may be necessary, proper and expedient to give effect to the above resolution.”

2. Appointment of Mr. Apurva Dilipbhai Shah (DIN: 07076724) as a Non-Executive Non-Independent 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 pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, Mr. Apurva Dilipbhai Shah (DIN: 07076724), who was appointed, as an Additional Non-Executive Non-Independent Director of the Company with effect from October 07, 2023, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.



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Flat No. 802,
Sheel Mohar Apartment,
C- Scheme, Jaipur – 302001
Tele:91-141-2340221/2346283
Fax: 91-141-2348019
<http://www.sofcomsystems.com>
Email –sofcomsystemsltd@gmail.com
CIN-L72200RJ1995PLC10192

RESOLVED FURTHER THAT Board of Directors and Company Secretary of the Company, be and are hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

By the Order of Board of Directors
For Sofcom Systems Limited

Sd/-
Alka Rajendra Mehta
Director
DIN: 03306793

Date: November 29, 2023
Place: Jaipur

Registered Office:

D-36, Subhash Marg, Flat No. 802, Sheel Mohar Apartment, C-Scheme, Jaipur – 302001 Rajasthan.

CIN: L72200RJ1995PLC010192

Website: www.sofcomsystems.com

E-mail: sofcomsystemsltd@gmail.com

Tel. No.: 0141-2340221/2370947



NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. Ms. Deepti Grover (FCS Membership No. 7654 and Certificate of Practice No. 17546), Proprietor, Deepti & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the meeting only through the electronic voting process, in a fair and transparent manner.
3. The Company has engaged the services of the National Securities Depository Limited (NSDL) for providing e-voting facility to the members. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting has been appended to this Postal Ballot Notice.
4. Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, November 24, 2023, the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company /Depositories/Registrar and Share Transfer Agent (Link Intime). The same may also be downloaded from the Company's website and from the website of the NSDL. As permitted vide the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. In compliance with the requirements of the MCA Circulars, hard copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, November 24, 2023. The e-voting commences on Thursday, November 30, 2023 at 9.00 am (IST) and ends on Friday, December 29, 2023 at 5:00 pm (IST). You are requested to read carefully the instructions before exercising the vote and complete the e-voting on or before 5.00 p.m. (IST) on Friday, December 29, 2023 e-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.



6. Members are requested to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("Link Intime").
7. Those Members who have already registered their e-mail addresses are requested to keep their email addresses validated with their Depository Participants / RTA to enable servicing of notices / documents / Annual Reports and other communications electronically to their email address in future.
8. The Company will be publishing the notice of Postal ballot, an advertisement in English newspaper and Hindi newspaper, each circulating in the district, where the Registered Office of the Company is situated, and also on the Company's website and the same will be also be available in the websites of Stock Exchanges.
9. The documents referred to in explanatory statement will be made available for inspection at Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of this notice up to the last date of e-voting.
10. The documents referred to in explanatory statement will be made available for inspection at Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of this notice up to the last date of e-voting.
11. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
12. The Company is offering only remote e-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for e-voting. Members can use the facility and log in any number of times till they vote on the Resolution or till the end of the voting period, whichever is earlier.

13. Voting through electronic means

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post.

14. The instructions for remote e-voting are as under:

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.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, 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.jsp3. 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. 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. 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. 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.



4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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. 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 evoting 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.
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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.co.in 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 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 :

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 with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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.
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 dgkassociates01@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney /



Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.

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 : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

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 resolutions 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to www.sofcomsystems.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), AADHAR (self-attested scanned copy of Aadhar Card) to www.sofcomsystems.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.co.in 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.

General Instructions

1. In compliance with the said MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.



2. The Remote e-voting period commences on Thursday, November 30, 2023 at 9.00 am (IST) and ends on Friday, December 29, 2023 at 5:00 pm (IST). During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. Friday, November 24, 2023, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
3. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Company Secretary of the Company.
4. The Scrutinizer will submit the report to the Chairman/Company Secretary of the Company, upon completion of scrutiny of the result of the postal ballot i.e. e-voting and the result will be announced on or before Saturday, December 30, 2023. The result will be posted on the Company's website besides communicating the same to the BSE Limited (BSE).
5. To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address. Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, need to provide their Email ID to evoting@linkintime.co.in.

By the Order of Board of Directors
For Sofcom Systems Limited

Sd/-
Alka Rajendra Mehta
Director
DIN: 03306793

Registered Office:

D-36, Subhash Marg, Flat No. 802, Sheel Mohar Apartment, C-Scheme, Jaipur – 302001 Rajasthan

CIN: L72200RJ1995PLC010192

Website: www.sofcomsystems.com

E-mail: sofcomsystemsltd@gmail.com

Tel. No.: 0141-2340221/2370947

Date: November 29, 2023

Place: Jaipur



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

Item No. 1:

The Members may note that the tenure of appointment of Mrs. Priti Apurvbbhai Shah (DIN: 07165786), Managing Director is for period of 5 (five years), i.e., effective from October 07, 2023 to October 06, 2028 for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mrs. Priti Apurvbbhai Shah (DIN: 07165786) signifying her willingness to be appointed as Managing Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law The essential terms and condition of his appointment and remuneration are as under;

a) Mrs. Priti Apurvbbhai Shah shall be responsible for overseeing for the day-to-day operations and management of the Company and such other matters as identified by the Board from time to time. Mrs. Priti Apurvbbhai Shah (DIN: 07165786) shall devote her whole time and attention to the business of the Company. Mrs. Priti Apurvbbhai Shah shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time give and imposed by the Board and/or the Articles of Association of the Company and shall not exceed the powers so delegated by the Board.

b) Period of Agreement: October 07, 2023 to October 06, 2028.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of the Managing Director, Mrs. Priti Apurvbbhai Shah shall be paid remuneration Rs. 25,000 per month as minimum remuneration.

Sitting fees: Mrs. Priti Apurvbbhai Shah shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

Mrs. Priti Apurvbbhai Shah hold 52,836 Equity Shares in the Company as on November 17, 2023. The draft of the appointment letter/agreement shall be open for inspection by the Members at the registered office of the Company during the normal business hours on any working day, excluding Sunday. Having regard to her qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mrs. Priti Apurvbbhai Shah (DIN: 07165786) as the Managing Director of the Company for a term of 5 years from October 07, 2023 to October 06, 2028.

A brief profile of Mrs. Priti Apurvbbhai Shah, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure A to this Notice.



D-36, Subhash Marg,
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Sheel Mohar Apartment,
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Email –sofcomsystemsltd@gmail.com
CIN-L72200RJ1995PLC10192

Your Directors recommend the Resolution set out in Item No. 1 of this Notice to the Members for their consideration and approval by Special Resolution.

Except Mrs. Priti Apurvabhai Shah and Mr. Apurva Dilipbhai Shah, being the appointee and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 1.

Item No. 2:

As recommended by the Nomination and Remuneration Committee, the Board of Directors has at its meeting held on October 07, 2023, appointed Mr. Apurva Dilipbhai Shah as Additional Non-Executive Non-Independent Director of the Company w.e.f. October 07, 2023, liable to retire by rotation, subject to the approval of the Members. Mr. Apurva Dilipbhai Shah holds office upto the date of the ensuing General Meeting and is eligible to be appointed as a Non-Executive Non-Independent Director of the Company.

In terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), effective January 01, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Company has received a notice from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Apurva Dilipbhai Shah has consented to act as Non-Executive Non-Independent Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed or continuing as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

A brief profile of Mr. Apurva Dilipbhai Shah, in terms of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, has been provided as an Annexure A to this Notice.

Your Directors recommend the Resolution set out in Item No. 2 of this Notice to the Members for their consideration and approval by Ordinary Resolution.



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Except Mr. Apurva Dilipbhai Shah and Mrs. Priti Apurvabhai Shah, being the appointee and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested except to the extent of their shareholding in the resolution set out at Item No. 2.

By the Order of Board of Directors
For Sofcom Systems Limited

Sd/-
Alka Rajendra Mehta
Director
DIN: 03306793

Date: November 29, 2023
Place: Jaipur

Registered Office:

D-36, Subhash Marg, Flat No. 802, Sheel Mohar Apartment, C-Scheme, Jaipur – 302001 Rajasthan

CIN: L72200RJ1995PLC010192

Website: www.sofcomsystems.com

E-mail: sofcomsystemsltd@gmail.com

Tel. No.: 0141-2340221/2370947

**Annexure A****Brief Profile of Mrs. Priti Apurvabhai Shah and Mr. Apurva Dilipbhai Shah seeking appointment through this Postal Ballot**

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Name	Mrs. Priti Apurvabhai Shah	Mr. Apurva Dilipbhai Shah
Director Identification Number (DIN)	07165786	07076724
Date of Birth	January 11, 1976	November 09, 1973
Date of first appointment on the Board	October 07, 2023	October 07, 2023
Educational Qualification	She has done Bachelor of Arts.	He has done Higher Secondary Education.
Experience (including expertise in specific functional areas) /Brief Resume	Mrs. Priti Apurvabhai Shah has experience of almost 2 years in the field of management and administration. She have an Excellent and Strong communication, analytical and problem solving skills.	Mr. Apurva Dilipbhai shah has an experience of more than 10 years' experience in the field of capital market and sub stock broker services.
Terms and Conditions of Appointment	As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 2 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any)	Not Applicable	Not Applicable
Remuneration proposed to be paid	She shall be paid remuneration within the limits stipulated under Section 197 of the Companies Act, 2013.	He shall be paid remuneration within the limits stipulated under Section 197 of the Companies Act, 2013.
Disclosure of relationships between Directors inter-se	Mrs. Priti Apurvabhai Shah is spouse of Mr. Apurva Dilipbhai Shah	Mr. Apurva Dilipbhai Shah is spouse of Mrs. Priti Apurvabhai Shah



Membership of Committees of other Listed Companies	NIL	1 Clio Infotech Limited Audit Committee - Member NRC – Member SRC – Member
Listed entities from which resigned in the past three years	NIL	NIL
Shareholding of Director in the listed entity, including shareholding as a beneficial owner	52,836 Equity Shares	6,397 Equity Shares
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable
Number of Board Meetings attended during F.Y. 2022-23	NIL	NIL
Directorships held in other Companies (including other Listed Entities)	1 Pari Broking Private Limited	3 Clio Infotech Limited Encore Broking Private Limited Pari Broking Private Limited