



Date: September 5, 2024

To
Department of Corporate Services/Listing
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 512329

Dear Sir/Madam,

Re: Notice of the 39th Annual General Meeting

Pursuant to the provisions of Regulations 30, 34 and 47 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”), please take note of the following:

1. Please find enclosed herewith a copy of the Notice convening the 39th Annual General Meeting (AGM) of the Company scheduled to be held on Saturday, 28th September, 2024, at 11:30 A.M. through Video conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the company is pleased to provide the Members, facility to exercise their right to vote at the 39th AGM by electronic means and the business mentioned in the AGM Notice may be transacted through e-voting services provided by National Securities Depository Limited.
3. The company has fixed September 21, 2024 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialized form, who will be entitled to cast their votes electronically during September 25, 2024 (9:00 A.M.) to September 27, 2024 (5:00 P.M.), and also during the AGM in respect of business to be transacted at the aforesaid AGM.

This is for your kind information and records

Yours faithfully,
For SG Mart Limited
(Formerly known as Kintech Renewables Limited)

Sachin Kumar
Company Secretary
ICSI M. No. A61525

Enclosed: a/a

SG MART LIMITED

(formerly known as Kintech Renewables Limited)

Registered Office: H. No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, Delhi-110092
Corporate Office: A-127, Sector-136, Noida, Gautam Buddha Nagar, Uttar Pradesh-201305
Tel: 011-44457164 | Email: compliance@sgmart.co.in
Website: www.sgmart.co.in | CIN: L46102DL1985PLC426661



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(Formerly known as Kintech Renewables Limited)
CIN: L46102DL1985PLC426661

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Tel.: 011-44457164, E-mail: compliance@sgmart.co.in
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NOTICE OF 39th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Ninth (39th) Annual General Meeting ("AGM") of the Members of **SG Mart Limited (Formerly known as Kintech Renewables Limited)** ("the Company") (CIN: L46102DL1985PLC426661) will be held on **Saturday, the 28th day of September, 2024 at 11:30 A.M.** (IST) through Video conferencing ("VC") facility/ other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company (Consolidated and Standalone) for the financial year ended March 31, 2024 and the Reports of the Board of Directors and the Auditors thereon

2. Re-Appointment of Director retiring by rotation

To appoint a Director in place of Shri Shivkumar Niranjn Lal Bansal (DIN: 09736916) who retires by rotation and being eligible offers himself for re-appointment

3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013, read with the rules made thereunder as amended from time to time M/s. Walker Chandio & Co LLP, Chartered Accountants (FRN: 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, from the conclusion of the 39th Annual General meeting till the conclusion of the 44th Annual General Meeting to be held in the year 2029, on a remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

SPECIAL BUSINESS:

4. Approval for revision in remuneration payable to Shri Shivkumar Niranjn Lal Bansal (DIN: 09736916) Whole-time director (Joint MD) of the Company

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

"RESOLVED THAT in furtherance to the resolutions passed by the members of the Company dated May 5, 2023, pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and the approval of the Board, consent of the members be and is hereby accorded for payment of remuneration with effect from April 1, 2024 till the end of his current tenure

of appointment i.e. April 2, 2026, to Mr. Shivkumar Niranjnall Bansal, Whole-time Director & Joint MD of the Company as follows:

- A. Salary: Upto ₹1.50 Crore per annum as decided by the Board from time to time w.e.f. April 1, 2024 within the said cap for remaining tenure i.e. till April 2, 2026.
- B. Benefits, perquisites & Allowances: Upto ₹50 Lacs which shall include the following:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; ESOP; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Shivkumar Niranjnall Bansal.

RESOLVED FURTHER THAT the Board of Directors or KMPs of the Company be and is hereby authorised to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto."

5. Appointment of Mr. Anil Kumar Bansal (DIN: 06752578) as a Non-Executive, Independent Director of the Company

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

"RESOLVED THAT Mr. Anil Kumar Bansal (DIN: 06752578), who was appointed as an Additional Director of the Company with effect from August 9, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (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), the appointment of Mr. Anil Kumar Bansal (DIN: 06752578), who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years w.e.f. August 9, 2024 be and is hereby approved.

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."

6. Approval for re-appointment of Mr. Prakash Kumar Singh (DIN: 06398868), as a Non-Executive, Independent 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 the provisions of Sections 149, 150, 152 of the Companies Act, 2013 ("the Act") read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors for re-appointment, Mr. Prakash Kumar Singh (DIN: 06398868), Independent Director of the Company, whose period of office is expiring on December 1, 2024, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act be and is hereby re-appointed as a Non-Executive, Independent Director of the Company for five years with effect from December 2, 2024 till December 1, 2029, not liable to retire by rotation.

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."

7. TO APPROVE THE APPOINTMENT OF MR. AMIT THAKUR (DIN: 10732682) AS A WHOLE- TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 152 and 161 of the Companies Act, 2013 (“the Act”), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Mr. Amit Thakur (DIN: 10732682), who was appointed as an Additional Director of the Company with effect from August 9, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.

RESOLVED FURTHER THAT upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 152, 161(1), 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the applicable provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Amit Thakur (DIN: 10732682) as a Whole-time Director of the Company, liable to be retire by rotation, for a term of three (3) years w.e.f. August 9, 2024, on the following terms and conditions:

The **overall remuneration** is ₹1 crore per annum which may go upto ₹1.50 Crore per annum over a period of 3 years as may be decided by the Board.

Overall remuneration includes the following:

- a. Basic Salary; and
- b. Benefits, perquisites & Allowances which shall include the following:

Furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings, repairs and other amenities, car(s) with driver(s), Bonus; ESOP; Performance incentive; medical reimbursement, club fees and leave travel concession for himself and his family; foreign tour for full members once in a year, medical insurance; and such other perquisites, allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and Mr. Amit Thakur.

Certain perquisites specifically excluded from computation of the ceiling on remuneration specified above under Schedule V, shall not be counted.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In absence of any such rules, perquisites shall be evaluated at actual cost.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year(s) during the tenure of Mr. Amit Thakur (DIN: 10732682) as Whole-time Director, the remuneration as aforesaid shall be paid to him as the minimum remuneration subject to necessary compliances of the provisions of the Act read with Schedule V.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of payment of remuneration to Mr. Amit Thakur (DIN: 10732682) within the overall approved limit.

RESOLVED FURTHER THAT the directors or the Company Secretary as authorized by the Board, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.”

Registered Office:
H No. 37, Ground Floor,
Hargovind Enclave,
Vikas Marg, Delhi - 110092

Date: 02.09.2024

**BY ORDER OF THE BOARD OF DIRECTORS
FOR SG MART LIMITED**

**Sd/-
SACHIN KUMAR
COMPANY SECRETARY
M. No.: ACS-61525**

NOTES:

1. **The Ministry of Corporate Affairs (MCA) has, vide Circular No.20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the EGM/AGM venue is not permitted and AGM be convened through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC only.**
2. **In accordance with the said circulars of MCA, SEBI and applicable provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 39th AGM of the Company is being conducted through VC. National Securities Depository Limited (NSDL) will be providing facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.sgmart.co.in.**
3. The deemed venue for the 39th AGM shall be the Registered Office of the Company.
4. **PURSUANT TO THE RELEVANT MCA CIRCULARS, THE FACILITY FOR MEMBERS TO APPOINT PROXY TO ATTEND AND CAST VOTE IS NOT AVAILABLE FOR THIS AGM SINCE PHYSICAL PRESENCE AT A COMMON VENUE IS NOT REQUIRED. HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**
5. The Statement pursuant to Section 102 of the Companies Act 2013 ("the Act"), setting out the material facts concerning special businesses set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2 in respect of directors seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.
6. Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be electronically available for inspection by the Members during the AGM upon login at NSDL e-voting system at www.evoting.nsdl.com.
8. **Dispatch of Annual Report and Notice of AGM through electronic mode:**

In accordance with, the above referred circulars, the Annual Report for 2023-24 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on Friday, August 30, 2024. However, shareholder may request the hard copies of the same by writing to us at compliance@sgmart.co.in.
9. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names as per the Register of Member of the Company as of the cut-off date i.e. Saturday, September 21, 2024, will be entitled to vote at the Meeting.
10. All the documents referred to in this Notice and Statement under Section 102 of the Act, shall be available for inspection by the Members from the date of circulation of this Notice upto the date of the AGM through electronic mode. Members seeking inspection can send an email in advance to compliance@sgmart.co.in. A certificate from the Secretarial Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.
11. Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 39th AGM, Annual Report and login details for joining the 39th AGM through VC facility including e-voting, by providing Name, folio number/

DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding) or copy of share certificate (in case of physical holding), self-attested scanned copy of Aadhar Card or any other document as proof of address to Company: compliance@sgmart.co.in or to/RTA at: mcsLtdbaroda@gmail.com/mcsstaahmd@gmail.com.

12. The Notice of AGM and Annual Report for the financial year 2023-24, is also available on the website of the Company at www.sgmart.co.in and also on the website of the BSE Limited at www.bseindia.com. Notice of AGM is also available on the website of NSDL at www.evoting.nsdl.com. However, a member may also demand hard copies of the same via. writing us at compliance@sgmart.co.in.
13. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

14. **VOTING THROUGH ELECTRONIC MEANS:-**

1. 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 members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. 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 & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-Voting to its Members 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 as well as the e-voting system on the date of the AGM will be provided by NSDL.
5. To support 'Green Initiative' for receiving all communication (including Notice of AGM) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.
6. Members holding shares in physical mode are hereby notified that pursuant to General Circular No.: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail IDs by submitting the requisite Form ISR-1 along with the supporting documents with MCS Share Transfer Agent Ltd.

15. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING, E-VOTING DURING AGM AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:-

The remote e-voting period begins on Wednesday, September 25, 2024 at 9:00 A.M. and ends on Friday, September 27, 2024 at 5:00 P.M. 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 the cut-off date i.e. Saturday, September 21, 2024, 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 Saturday, September 21, 2024.

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 and joining virtual meeting 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"> 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 website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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. 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 or joining virtual meeting & voting during the meeting. 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	<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 use 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 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	<p>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.</p>

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 e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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.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 to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
- 16. 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 compliance@sgmart.co.in.
 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 compliance@sgmart.co.in. 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 and joining virtual meeting 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.

17. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM 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.
 2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. 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.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgmart.co.in. The same will be replied by the company suitably.
 6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgmart.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@sgmart.co.in. These queries will be replied to by the company suitably by email.
 7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
19. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre Senior Manager, (NSDL) National Securities Depository Limited at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.
20. A member may exercise his/her vote at any general meeting by electronic means and the business may be transacted through such voting. Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.

21. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date **i.e. Saturday, September 21, 2024**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned under the heading of **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM** in this AGM Notice part.
22. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
23. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.
24. The Company has appointed Shri Jatin Gupta, Practicing Company Secretary (Membership No.: FCS 5651: COP No. 5236) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.
25. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in employment of the Company and make, within two working days from the conclusion of meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to the Chairman or a person authorised by him in writing who shall countersign the same. Thereafter, the Chairman or the person authorised by him in writing shall declare the result of the voting forthwith.
26. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sgmart.co.in and on the website of NSDL immediately after the result is declared by the Chairman or such other person; and results shall also be communicated to the Stock Exchange, where Equity Shares of the Company are listed.
27. **The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of requisite number of votes.**
28. **Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):-**

Pursuant to sections 124 of the Companies Act, 2013 and other applicable provisions, if any, all unclaimed/unpaid dividend, for a period of seven years from the date, have been transferred to the IEPF established by the Central Government. During the year 2023-24, the Company has transferred Nil equity shares to the demat account of IEPF Authority.

Members are advised that once the unclaimed dividend is transferred to IEPF, no claims shall lie against the Company in respect thereof. The members thereafter need to claim their dividend from IEPF Authority by filing web based E-Form-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF rules and by following such procedures as prescribed in the IEPF Rules (as may be amended from time to time).

Registered Office:

H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg,
Delhi-110092

Date: 02.09.2024

By Order of The Board of Directors

FOR SG MART LIMITED

SD/-

SACHIN KUMAR

COMPANY SECRETARY

M. No.: ACS-61525

ANNEXURE – A
DETAILS OF DIRECTORS WHO ARE PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING

[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 the Director	Mr. Shivkumar Niranjanlal Bansal	Mr. Anil Kumar Bansal	Mr. Prakash Kumar Singh	Mr. Amit Thakur
DIN	09736916	06752578	06398868	10732682
Age	59 Years	71 Years	66 Years	45 Years
Date of Birth	28/08/1965	22/05/1953	15/06/1958	22/08/1979
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	03/04/2023	09/08/2024	02/12/2021	09/08/2024
Educational Qualification	MBA	CAIIB, M.Sc. (Agriculture) & B.Sc. (Hons)	IIT	B.E.
Experience	More than 28 years of extensive experience in sales and marketing of diverse range of products	Four decades of rich experience in the banking industry	Four decades of rich experience in the steel industry	More than 20 years of extensive experience in managing operations
Terms and Conditions of appointment or re-appointment along with details of last remuneration sought to be paid	Not Applicable	Appointment as a Non-Executive, Independent Director for a term of five years w.e.f. August 9, 2024	Re-appointment as Independent Director for a period of 5 years w.e.f. December 2, 2024	Appointment as a Whole-time Director liable to be retire by rotation, for a term of three (3) years w.e.f. August 9, 2024.
Nature of expertise in specific functional areas	Steel Industry	Banking Industry	Steel Industry	Steel Industry
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	None	None
Name of the listed entities along with Other Companies in which he holds the directorship	SG Super 101 Private Limited	APL Apollo Tubes Limited, GVFL Trustee Company Private Limited.	Nil	Nil
Chairmanship/Membership of Committees of other Board	Nil	APL Apollo Tubes Limited - Chairman of Audit Committee and Member in Stakeholders Relationship Committee	Nil	Nil
Number of meetings of the Board attended during the F.Y. 2023-24	8	Not Applicable	8	Not Applicable
Details of remuneration sought to be paid and the remuneration last drawn by such person	Refer resolution no. 4 to the notice	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee	As an Independent Director, he is entitled to sitting fees for attending meetings of the Board/ Committee	Refer resolution no. 7 to the notice

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

Item No. 4

The Board of Directors of the Company in its meeting held on April 16, 2024, on the basis of recommendation of Nomination and Remuneration Committee, subject to approval of members, and considering the contribution made by Shri Shivkumar Niranjana Bansal for the growth of the Company, has proposed to upwardly revise the remuneration for his remaining tenure i.e. from April 1, 2024 to April 2, 2026, as set out in the proposed resolution no. 4 as above. The board had felt that the proposed increment in the remuneration would be commensurate with the responsibilities being handled by Shri Bansal and shall also keep him motivated to deliver the best results.

Accordingly, approval of the members is sought for the proposal by means of a special resolution as set out at item no. 4 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Shivkumar Niranjana Bansal, Whole-time Director & Joint MD of the Company is concerned or interested in passing the Resolution set out.

Details of Mr. Shivkumar Niranjana Bansal, Whole time Director, is annexed herewith pursuant to the provisions of Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India.

Item No. 5

The Board of Directors of the Company on August 09, 2024, upon recommendation of Nomination and Remuneration Committee ("NRC/Committee") and subject to approval of the members of the Company, appointed Mr. Anil Kumar Bansal as an Additional Director, in the capacity of Independent Director, for a term of five consecutive years w.e.f August 9, 2024.

In terms of Regulation 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, ('SEBI LODR Regulations') listed entity shall ensure that approval of members 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.

In view of the above, approval of members is sought for appointment of Mr. Anil Kumar Bansal as an Independent Director. The Company has received the requisite consents, declarations, etc. from Mr. Anil Kumar Bansal in relation to his appointment. Further, the Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

Further as per Regulation 17(1A) of SEBI LODR Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Anil Kumar Bansal will attain the age of 75 (seventy-five) years on 22nd May, 2028 which falls within the proposed tenure and the continuation of his Directorship beyond the said date will be subject to approval by the shareholders by way of a special resolution. Hence the approval of the Members is sought for the continuation of his Directorship on the Board of the Company even after attaining the age of 75 (seventy five) years.

Mr. Anil Kumar Bansal is a former executive director of the Indian Overseas Bank; he, brings with him four decades of rich experience in the banking industry. His impressive knowledge of banking, the Indian economy, corporate affairs and risk and ratings are strongly backed by his rich professional experience. Currently, he is serving as the Director of APL Apollo Tubes Limited and GVFL Trustee Co Pvt. Ltd. He is also the former director of Canara, HSBC, Oriental Bank of Commerce, life Insurance Company Limited, SG Finserve Limited, CARE Ratings Limited, Rockland Finstock Limited, IFCI Venture Capital Funds Limited and NABARD.

The Board of the Company is of the opinion that Mr. Anil Kumar Bansal's presence in the Board would help the Company avail of his rich experience, knowledge and expertise which are much needed in its current phase of growth. He could provide valuable insights to the Company and his continuation as an Independent Director will be in the interest of the Company notwithstanding Mr. Anil Kumar Bansal attaining 75 (seventy five) years of age on 22nd May, 2028. Hence the Board recommends the Resolution set out in item No. 5.

Copy of the letter of appointment setting out the terms and conditions of appointment of Mr. Anil Kumar Bansal is available for inspection by Members of the Company.

The Board of Directors recommend the Special Resolution for appointment of Mr. Anil Kumar Bansal as an Independent Director for approval by the Members for a term of five consecutive years w.e.f. August 09, 2024.

Save and except Mr. Anil Kumar Bansal, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out under Item No. 5 of this Notice.

Details of Mr. Anil Kumar Bansal whose appointment as Independent Director is proposed at Item No. 5 is annexed herewith pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India.

Item No. 6:

The Board of Directors at its meeting held on December 2, 2021, had appointed Mr. Prakash Kumar Singh (DIN:06398868) as an Additional Director (Non-Executive & Independent) of the Company to hold office till the next Annual General Meeting.

Thereafter, the Members of the Company had appointed Mr. Prakash Kumar Singh as an Independent Director to hold office for a term of 3 years by means of Postal Ballot, only by remote e-voting process on August 12, 2022. Accordingly, the tenure of Mr. Prakash Kumar Singh, as an Independent Director is due for expiry on December 01, 2024.

Pursuant to the provisions of section 149(10) of the Companies Act, 2013 ("the Act"), an independent director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a special resolution by the shareholders of the Company and disclosure of such appointment in the Board's report.

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, the Independent Director shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. Prakash Kumar Singh to act as the Director along with the declaration on criteria of Independence as per Section 149(6) of the Act and SEBI Listing Regulations.

Your Board of Directors after considering the recommendations of Nomination and Remuneration Committee, and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Prakash Kumar Singh during his tenure as an Independent Director since his appointment, at its meeting held on April 16, 2024 has considered, approved and proposed the re-appointment of Mr. Prakash Kumar Singh as an Independent Director, not liable to retire by rotation, for a second term of five years with effect from December 02, 2024.

The Board recommends the Resolution as set out in the item no. 6 of the notice for approval of the Members as a Special Resolution.

Copy of the draft letter for re-appointment of Mr. Prakash Kumar Singh setting out the terms and conditions would be available for inspection by members of the Company.

Except Mr. Prakash Kumar Singh, being the appointee or his relatives, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution as set out in item no. 6 of this notice.

Details of Mr. Prakash Kumar Singh whose re-appointment as Independent Director is proposed at Item No. 6 is annexed herewith pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India.

Item No. 7:

Upon the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company had appointed Mr. Amit Thakur (DIN: 10732682) as an Additional Director in the category of Executive Director of the Company w.e.f. August 9, 2024, subject to the approval of shareholders within a period of 3 (three) months. The Company has also received a Notice in writing from one of the members pursuant to Section 160 of Companies Act, 2013 proposing the candidature of Mr. Amit Thakur as a Director, liable to retire by rotation, of the Company.

Mr. Amit Thakur has extensive experience in managing operations entailing procurement and supply chain, business development, sales, marketing strategies and people management. He joined MAN Industries (India) Limited in 2021 as an Assistant Vice President and HOD – Procurement, MAN Industries (India) Limited is a market leader in manufacturing & coating of large diameter pipes. Earlier, he served more than six years in POSCO Group, as Head of Sourcing, POSCO is a 2nd largest Steel buyer in India. He was associated with Essar Steel Limited as a Regional Sales Manager – North more than six years and Heading the North and East sales team of SBU - HR Coil, plates and General Engineering.

Mr. Amit Thakur have more than 20 years of extensive experience in managing operations entailing Procurement and Supply Chain, Business Development, Sales, Marketing Strategies and people management, with excellent team building and management skills to get the best output and keep the team motivated and impressive success in setting up and delivering innovative business solutions and consistently achieving revenue, profit and business growth of the Companies.

He is a B.E.(Mechanical) from, MD University Rohtak (Haryana) in 2004

The Board of Directors recommends the Special Resolution for appointment of Mr. Amit Thakur as a Whole Time Director of the Company for approval by the Members for a term of Three consecutive years commencing from August 9, 2024.

Save and except Mr. Amit Thakur, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out under Item No. 7 of this Notice.

Details of Mr. Amit Thakur whose appointment as Executive Director is proposed at Item No. 7 is annexed herewith pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India.

Registered Office:

H No. 37, Ground Floor, Hargovind Enclave,
Vikas Marg, Delhi-110092

Date: 02.09.2024

By Order of The Board of Directors

FOR SG MART LIMITED

SD/-

SACHIN KUMAR

COMPANY SECRETARY

M. No.: ACS-61525

FOR ATTENTION OF THE MEMBERS

1. Dematerialisation of Shares and Liquidity: SEBI has mandated that securities of listed companies can be transferred/traded only in dematerialized form. Further, SEBI vide its circulars/notifications, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition be also processed in dematerialised form only. On receipt of any such request the Company/RTA will issue a "Letter of Confirmation", in the prescribed format. In view of the same, Members are advised to get their shares dematerialized. Members can contact the Company's Registrar & Share Transfer Agent (RTA): M/s MCS Share Transfer Agent Ltd, 101, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad-380009 or may write to the Secretarial Department of the Company at H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi, Delhi, India, 110092, for assistance in this regard. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN is INE385F01024.
2. Investor Education and Protection Fund: Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members who have not claimed their dividend from the financial year 2017-18 and onwards may write to the Secretarial Department of the Company at the address mentioned above. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
3. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD3/P/CIR/2023/195 dated 28th December 2023, regarding Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform. The said circular is available on the website of the Company at www.sgmart.co.in.
4. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc. Members holding shares in dematerialized form are requested to intimate all changes to their Depository Participant.

For shares held in physical mode by submitting to Registrar & Share Transfer Agent (RTA): M/s MCS Share Transfer Agent Ltd. the forms given below along with requisite supporting documents:

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /update thereof	ISR -1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

5. Members are requested to quote their Folio No./DP ID- Client ID and details of shares held in physical/demat mode, e-mail ids and Telephone No. for prompt reply to their communications.