



THE STANDARD BATTERIES LIMITED

CIN: L65990MH1945PLC004452

Registered Office: Rustom Court Bldg. Opp. Podar Hospital, Dr. Annie Besant Road, Worli, Mumbai-400030.
TEL: 24919569, EMAIL: standardbatteries_123@yahoo.co.in, Website: www.standardbatteries.co.in

Date: 02nd September, 2023

To,

BSE LTD.

Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street, Fort,
Mumbai 400 001.

SCRIP CODE: 504180

Dear Sir's,

Sub: Notice of 76th Annual General Meeting of the Company for FY 2022-23.

We wish to inform you that 76th Annual General Meeting ("AGM") of the Company will be held on Thursday, September 28, 2023 at 11:30 a.m. (IST) through Video Conferencing ("VC") & Other Audio Visual Means ("OAVM") facility.

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 76th AGM of The Standard Batteries Limited, which is being sent through electronic mode today to those Members whose e-mail addresses are registered with the Company.

In terms of Section 108 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 (as amended), and Regulation 44 of the Listing Regulations, the Company is providing the facility to its members (holding shares either in physical or dematerialized form) to exercise their right to vote by electronic means on the businesses specified in the Notice convening the AGM of the Company ("Remote e-voting").

The Company is also offering the facility to the Members to cast their vote electronically during the AGM. Accordingly, the Company has fixed 21st September, 2023 as the cut-off date to determine the eligibility of the members to cast their vote by electronic means and e-voting during the AGM.

The voting rights of Members shall be in the proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 21st September, 2023.

The Notice of AGM along with the Annual Report for the financial year 2022-23 is also being made available on the website of the Company at www.standardbatteries.co.in.

This is for your information and records.

For The Standard Batteries Limited

(MAHENDRA PAREKH)

Company Secretary & Compliance Officer

Encl: AGM Notice

NOTICE :

Notice is hereby given that the Seventy Sixth Annual General Meeting of the Shareholders of The Standard Batteries Limited will be held as scheduled below through video conferencing ("VC")/other audio visual means ("OAVM"):

Day: Thursday

Date: 28th September, 2023

Time: 11.30 a.m.

Business to be transacted for the meeting will be as under:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider appointment of a Director in place of Mr. Pradip Bhar (DIN: 01039198) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Hiren Umedray Sanghavi as General Manager of the Company.**

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

"**RESOLVED** pursuant to provisions of Articles of Association, Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Hiren U. Sanghavi, be and is hereby re-appointed as Manager (Key Managerial Personnel) with effect from 22nd April, 2023 for a period of One (1) year, as recommended by Board of Directors & Nomination and Remuneration Committee with liberty to the Board of Directors (hereinafter referred as "the Board", which shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Hiren U. Sanghavi, subject to the same not exceeding the

limits specified under Schedule V to the Companies Act, 2013 or any Statutory modification (s) or re-enactment thereof; and on the terms and conditions as embodied in the terms of appointment including remuneration given below:

- a. **Basic Salary : Rs. 70,000/- per Month.**
- b. **House Rent Allowance: Rs. 50,000/- per Month.**
- c. **Leave Travel Allowance: Rs. 15,000/- per Month (Rs. 1,80,000/- per annum).**

RESOLVED FURTHER THAT in case the Company does not earn any profits or earns inadequate profits the remuneration mentioned above will be considered as minimum remuneration payable to Mr. Hiren U. Sanghavi, Manager, pursuant to the provision of and the ceiling limits prescribed under Section II, III, IV and V of Part II of Schedule V of the Companies Act, 2013, however, in case the company does not earn any profits or earns inadequate profits the remuneration payable to Manager may exceed the above ceiling subject to such other approvals, if any necessary.

RESOLVED FURTHER THAT the Board and/or its committee, subject to recommendation of Nomination and Remuneration Committee, be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Hiren U. Sanghavi, Manager from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Hiren U. Sanghavi in the capacity of Manager will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by Board of Directors of the Company, from time to time."

4. **Re-appointment of Mr. Ratan Kishore Bhagania (DIN- 02420026) as Independent Director of the Company as Special Resolution:**

"**RESOLVED** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any Statutory

Amendments thereto or re-enactments thereof for the time being in force, that Mr. Ratan Kishore Bhagania (DIN: 02420026), Independent Director of the Company whose period of office is liable to expire on 14th May, 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 of five years under the provisions of Companies Act, 2013 and rules made thereunder be and is hereby re-appointed as an Independent Director of the Company with effect from 15th May, 2024 for a second term of five years and the said term shall not be subject to retirement by rotation."

"RESOLVED FURTHER THAT The Board of Directors be and are hereby authorised to take such steps and do such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

By Order of the Board of Directors,

Place : Kolkata

Date: 30th May, 2023

Registered Office :

Rustom Court,

Opp. Podar Hospital,

Dr. Annie Besant Road,

Worli, Mumbai - 400 030.

PRADIP BHAR

DIRECTOR

DIN : 01039198

Notes :

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. In compliance with the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for Financial year ended March 31, 2022 and Notice of AGM are being sent in electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories/ DP"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.standardbatteries.co.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice of the AGM will also be available at the website of LinkInTime India Pvt. Ltd. (RTA).
3. A Member entitled to attend and vote at the Annual General Meeting ("AGM") is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and such proxies need not be Members of the Company. Since this AGM is being held pursuant to the MCA & SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Institutional / Corporate Shareholders etc., (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through their registered e-mail address to rnshah1954@yahoo.com with a copy marked to the Company at standardbatteries_123@yahoo.co.in and to its RTA at rnt.helpdesk@linkintime.co.in
4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 4 of the accompanying Notice, is annexed hereto. The Board of Directors of the Company at its meeting held on 13th February, 2023 considered

and recommended the special business under Item No. 3 for approval of members at the 76th AGM of the Company. Also, the Board of directors at its meeting held on 30th May, 2023 considered and recommended the special business under Item No. 4 for approval of members at the 76th AGM of the Company.

6. The relevant details of Director & Key Managerial Personnel (KMP) seeking appointment/re-appointment under Item No. 2 and 4 of the Notice, as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereafter referred as the SEBI LODR Regulations, 2015) and Secretarial Standards 2 are also annexed.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2023 to 28th September, 2023 [both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and other requisite Statutory Registers will be available electronically for inspection by the Members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e. 28th September, 2023. Members seeking to inspect such documents can send an e-mail to standardbatteries_123@yahoo.co.in.
9. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to Co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their Depository Participants (DPs) accordingly.
10. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the company's Registrar & Transfer Agents.
11. Members holding shares in physical form are requested to notify/ send the following to the Company's Registrar and Share Transfer Agents to facilitate better service for:
 - ◆ any change in their address/ mandate/ bank details
 - ◆ particulars of their bank account in case the same have not been sent earlier, and
 - ◆ Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
12. Members are requested to intimate 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 DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents (RTA), M/s. Link In Time India Private Limited for assistance in this regard.

15. Members who would like to ask any questions on the Financial Statements are requested to send their questions through email on standardbatteries_123@yahoo.co.in at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Depository Participants ('DP') for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Shareholders who have not got their e-mail address registered or wish to update a fresh e-mail address may do so by submitting the attached E-mail Registration-Cum Consent Form duly filled and signed along with a self-attested scanned copy of their PAN Card and AADHAAR Card to the Company at the e-mail address standardbatteries_123@yahoo.co.in consenting to send the Annual Report and other documents in electronic form.
18. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the SEBI LODR Regulations, 2015, as amended, electronic copy of the Notice and Annual Report 2021-22 is being sent to the Members whose e-mail IDs are registered with the Company/ Depository Participant(s) (in case of shares held in Demat form) or with Link Intime India Pvt. Ltd (in case of shares held in physical form).

As per the MCA General Circular 02/2021 read with General Circular 20/2020 dated 5th May, 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, the Annual Report 2022-23 will be sent through electronic mode to only those Members whose e-mail IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant.

Members may also note that the Notice of the 76th Annual General Meeting and the Annual Report 2022-23 will be available on the Company's website www.standardbatteries.co.in; website of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
19. Nomination facility for shares is available for Members. For Members holding shares in physical form, the prescribed form can be obtained from the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd. having address at C-101, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (W), Mumbai - 400 083. For Members holding shares in electronic form, you are requested to approach your Depository Participant (DP) for the same.
20. To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register their e-mail IDs with M/s. Link Intime India Pvt. Ltd for receiving the Annual Report and other communications through electronic mode pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended.
21. Since the AGM will be held through VC/OAVM, the Route map of the Venue of the AGM is not annexed to this Notice.
22. **Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited, immediately of :**
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
23. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited (LIPL), on all resolutions set forth in this Notice.

 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members the facility to exercise their right to vote at the 76th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-

voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).

The facility for e-voting shall also be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

II. The Member(s) who have cast their vote by remote e-voting prior to the Annual General Meeting, may also attend/participate in the Annual General Meeting through VC/OAVM but shall not be entitled to cast their vote again.

III. The remote e-voting period commences on 9 AM IST on 25th September, 2023 and ends on 5 PM IST on 27th September, 2023. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2023 may cast their vote by remote e-voting. Remote e-voting shall not be allowed beyond the said date and time. The remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

A person who is a Member as on the cut-off date shall only be entitled for availing the Remote e-voting facility or e-voting at the Meeting.

A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

IV. The process and manner for remote e-voting is as under:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders given below:

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://services.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website 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.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/ Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/ Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

Verification Code as shown on the screen.

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN : Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders / members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

¶%Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

¶%Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

CAST YOUR VOTE ELECTRONICALLY:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as

‘Custodian/ Mutual Fund/ Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at: helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22 - 23058542-43, 1800 22 55 33.

Individual Shareholders holding securities in Physical mode has forgotten the password :

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- ◆ Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- ◆ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on **“SUBMIT”**.

In case shareholders is having valid email address, particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants’ website.

- ◆ It is strongly recommended not to share our password with any other person and take utmost care to keep your password confidential.
- ◆ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ◆ During the voting period, shareholders/particular “Event”.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL : <https://instameet.linkintime.co.in>
 ¶% Select the **“Company”** and **‘Event Date’** and register with your following details : -
 - A. **Demat Account No. or Folio No :** Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. **PAN :** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository

Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company. ¶%Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet :

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the standardbatteries_123@yahoo.co.in created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panel list, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panel list by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under :

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.

3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/ Against’.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note : Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on :- Tel: 022-49186175.

Instructions for Members to register themselves as Speakers during Annual General Meeting:

Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at standardbatteries_123@yahoo.co.in request 3 days in advance.

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at standardbatteries_123@yahoo.co.in. The same will be replied by the Company suitably.

Note:

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Members should allow using camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMeet

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMeet, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

or

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- (A)** If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

- (B)** If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Other Instructions

Mr. Rajnikant N. Shah, Practicing Company Secretary, has been appointed as Scrutinizer for the purpose of remote e-voting and e-voting at the AGM. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, 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.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited/ National Stock Exchange of India Limited and will be placed on their website thereafter. The result will also be displayed on the Notice Board of the Company at its Registered Office and the Corporate Office.

**By Order of the Board of Directors,
PRADIP BHAR
DIRECTOR
DIN: 01039198**

Registered Office:

Rustom Court,
Opp. Podar Hospital,
Dr. Annie Besant Road,
Worli, Mumbai - 400 030.

Place : Kolkata

Date : 30th May, 2023

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), given hereunder sets out all material facts relating to the special business mentioned at Item No. 4 of the accompanying Notice dated 30th May, 2022.

Item No. 3

Mr. Hiren U Sanghavi was re-appointed as General Manager of the Company with effect from 22nd April, 2022 for a period of 1 (one) year. The Board Meeting held on 13th February, 2023 has recommended his re-appointment as General Manager of the Company for further period of One Year with effect from 22nd April, 2023 pursuant to provisions of Articles of Association, Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force). The re-appointment, the remuneration

payable to Mr. Hiren U Sanghavi and other terms of employment are subject to the approval of shareholders of the Company at this general meeting.

Remuneration payable to Mr. Hiren U Sanghavi for the period of proposed appointment is as follows:

- a. **Basic Salary : Rs. 70,000/- per Month.**
- b. **House Rent Allowance : Rs. 50,000/- per Month.**
- c. **Leave Travel Allowance : Rs. 15,000/- per month (Rs. 1,80,000/- per annum).**

As per the Company's Net Profits, the Overall Managerial Remuneration including remuneration proposed to be paid to Hiren U Sanghavi, exceed the limits Specified in Section 197 of the Companies Act, 2013. Hence, the members are requested to consider the remuneration in accordance with the provisions of Section 197 and Section II of Part II of Schedule V of Companies Act, 2013. Remuneration proposed to be paid to Mr. Hiren U Sanghavi, General Manager is also recommended by the Nomination and Remuneration Committee.

The information required under Section II of Part II of Schedule V of Companies Act, 2013 are as follows:

Sr. No.	Particulars	Mr. Hiren U. Sanghavi General Manager
	General information:	
1.	Nature of industry	The Standard Batteries Ltd, established in the year 1945, was one of the leading manufacturer of lead acid batteries for industrial & automotive use, exited this business in the year 1998 and since then, the company has been engaged in trading of various goods. It is also in the business of Financial Services including providing loans to corporates, bills discounting and factoring.
2.	Date or expected date of commencement of commercial production.	Company has commenced operations from its incorporation i.e. 20 th June, 1945
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
4.	Financial performance based on given indicators	Financial performance during the financial year 2022-23: Revenue from operations : Nil Other Income : 4.85 Lakhs Total Expenditure : 542.16 Lakhs Profit before tax : (537.31) Lakhs Net Profit after tax: (537.31) Lakhs

Sr. No.	Particulars	Mr. Hiren U. Sanghavi General Manager
5.	Foreign investments or collaborations, if any.	None
	Information about the appointee:	
6.	Background details	A qualified Chartered Accountant and Company Secretary having experience of more than 40 years and expertise in Finance, Accounting, Taxation and all Company Law Matters
7.	Past remuneration	Basic Salary : Rs. 70,000/- per Month. House Rent Allowance : Rs. 50,000/- per Month. Leave Travel Allowance : Rs. 15,000/- per Month (Rs.1, 80,000/- per annum).
8.	Recognition or awards	None
9.	Job profile and his suitability	Being a qualified Chartered Accountant and Company Secretary, he brings a lot of experience and expertise in the Company in the fields of Finance, Accounting, Taxation and all Company Law Matters. He has overall control over the Management in the Finance, Law and Accounts areas of the Company in line with his qualification and experience in the business.
10.	Remuneration proposed	Basic Salary: Rs. 70,000/- per Month. House Rent Allowance: Rs. 50,000/- per Month. Leave Travel Allowance: Rs. 15,000/- per Month (Rs.1, 80,000/- per annum). per month as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board.
11.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the responsibility shouldered by Mr. Hiren U. Sanghavi of the enhanced business activities of the Company, proposed remuneration is commensurate with Industry standards and board level positions held in similar sized Companies.
12.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Hiren U. Sanghavi is not related to any of the Directors and Key Managerial Personnel of the Company.
	Other information:	
13.	Reasons of loss or inadequate profits	As per the Company's Net Profits, the Overall Managerial Remuneration including remuneration proposed to be paid to Hiren U Sanghavi, exceed the limits Specified in Section 197 of the Companies Act, 2013
14.	Steps taken or proposed to be taken for improvement	Not applicable
15.	Expected increase in productivity and profits in measurable terms	Not applicable

The brief profile of Mr. Hiren U Sanghavi is mentioned under **Annexure A** forming part of this Notice.

None of the Directors except Mr. Hiren U Sanghavi is interested in the resolution at Item No. 3 of the notice since it relates to his own appointment.

Item No. 4

Mr. Ratan Kishore Bhagania was appointed as Independent Director of the Company with effect from 15th May, 2019 at the 72nd Annual General Meeting of the Company for a period of five years. His term as Independent Director is due to expire on 14th May, 2024.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, 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 reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Ratan Kishore Bhagania to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Ratan Kishore Bhagania during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 30th May, 2023 has considered, approved and recommended the re-appointment of Mr. Ratan Kishore Bhagania as an Independent Directors for a second term of five years with effect from 15th May, 2024 to the Board of Directors for their approval. The Board of Directors at its meeting held on 30th May, 2023 has approved the proposal for reappointment of Mr. Ratan Kishore Bhagania as an Independent Director for a second term of five consecutive years with effect from 15th May, 2024.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 4 of the notice.

Except Mr. Ratan Kishore Bhagania, being the appointee, 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.

Place : Kolkata

Date: 30th May, 2023.

Registered Office:

Rustom Court,

Opp. Podar Hospital,

Dr. Annie Besant Road, Worli, Mumbai - 400 030

By Order of the Board of Directors,

PRADIP BHAR

DIRECTOR

DIN : 01039198

ANNEXURE-A

Details of Directors/ Key Managerial Personnel seeking appointment/re-appointment at the 76th Annual General Meeting to be held on **Thursday, 28th September, 2023**

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

Details of the Manager and Director seeking appointment/re-appointment at the 76th Annual General Meeting

Name of the Director / Manager	Pradip Bhar Director	Mr. Hiren U Sanghavi Manager	Mr. Ratan Kishore Bhagania
DIN	01039198	–	02420026
Date of Birth and Age	11/07/1957 Age : 65 Years	15/08/1958 Age : 64 Years	23/11/1949 Age: 73 Years
Date of first appointment on the Board	13/08/2019	22/04/2019	15/05/2019
Qualifications	Chartered Accountant	Chartered Accountant and Company Secretary	Chartered Accountant
Experience and Expertise/Brief Profile	A qualified Chartered Accountant has experience of more than 43 years and having expertise in Finance, Accounting, Taxation.	A qualified Chartered Accountant and Company Secretary has experience of more than 41 years and having expertise in Finance, Accounting, Taxation and all Company Law Matters	He is a qualified Chartered Accountant has experience of more than 40 years and having expertise in Finance, Accounting and Taxation.
Number of Meetings of the Board attended during the year	5 out of 5	N.A.	5 out of 5
List of Directorship on other Board.	Listed Companies : NIL Unlisted Companies : 1. D1 Williamson Magor Bio Fuel Ltd 2. Seajuli Investments Private Ltd 3. ABC Tea Workers Welfare Services 4. Eragon Investments Private Ltd	N.A.	Listed Companies: NIL Unlisted Companies: 1. Clivia Investments Ltd
List of Membership / Chairmanship of Committees of other Board.	NIL	N.A.	NIL
Shareholding in Standard Batteries Ltd.	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	None	None	None