



November 29, 2022

To,
General Manager
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai
Maharashtra 400001

Subject : Notice of Postal Ballot

Company Code : 540728

ISIN : INE327G01032

Dear Sir/ Ma'am,

This is further to our letter dated November 29, 2022, wherein the Company had informed about the decision of Board of Directors of the Company for approving Postal Ballot Notice for seeking approval of the Members of the Company by passing Special resolution through remote e-voting for:

1. Appointment of Mr Chiranjiv Patel as a Non Executive Independent Director of the Company for the Period of November 10, 2022 to March 31, 2027.

In this regards, we are submitting herewith the Postal Ballot Notice for seeking approval of Shareholders for the aforementioned resolution by way of Postal Ballot through remote E-voting Process only. The Company has sent the same today through electronic mode to the Members who have registered their E-Mail IDs with the Company's R&TA /Depository Participant.

The Postal Ballot Notice is also available on the website of the Company at www.sayajigroup.in.

Kindly take the same on your records.

Thanking You,

For, Sayaji Industries Limited

(Rajesh H. Shah)
Company Secretary &
Sr. Executive Vice President

Encl; As Above



Maize Products

Sayaji Industries Limited

(CIN:L99999GJ1941PLC000471)

Registered Office: Maize Products, Chinubhai Nagar, P.O. Kathwada, Ahmedabad – 382430

Tel.:079-22901581 to 85 **E-mail :**maize@sayajigroup.in

Website : www.sayajigroup.in

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and general circulars issued by the Ministry of Corporate Affairs ('MCA') for holding general meeting/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively the 'MCA Circulars'), that the Resolutions as set out hereunder is proposed for approval by the Members of the Company as a Special Resolution by means of Postal Ballot by voting through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the said Resolutions are annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

SPECIAL BUSINESS

Appointment of Mr. Chiranjiv Patel as Non Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules') including any statutory modification(s) or re-enactment thereof), Mr. Chiranjiv Patel (DIN: 01252668) who was appointed by the Board of Directors as an Additional Director on the Board of Directors of the Company with effect from 10th November, 2022 in terms of Section 161 of the Act and Article 89 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.”

“FURTHER RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Act, if any, read with Regulation 17 and other applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof from time to time), the appointment of Mr. Chiranjiv Patel (DIN: 01252668) as Non-Executive Independent Director of the Company, not liable to retire by rotation, for the consecutive period from 10th November, 2022 to 31st March, 2027 be and is hereby approved.”

“FURTHER RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as ‘The Board’, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
Sayaji Industries Limited

Rajesh H. Shah
Company Secretary

Place : Ahmedabad
Date : 29/11/2022

NOTES:

1. The statement pursuant to Section 102 of the Act, in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Postal Ballot Notice.
2. Ministry of Corporate Affairs, Government of India ('MCA') in terms of the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and Circular No. 20/2021 dated 8th December, 2021 has permitted sending of the Postal Ballot Notice through electronic mode only to those Members whose e-mail addresses are registered with the Company/ Depositories as well as the communication of assent/ dissent by the Members through remote e-voting system only.

MCA by circular no. 3/2022 dated 5th May, 2022 has extended the above exemption till 31st December, 2022 and accordingly, in compliance with the applicable provisions of the Act and the said circulars :

- The Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories and the physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is dispensed with for this Postal Ballot.
- The communication of assent/ dissent of the members will only take place through the remote e-voting system.

The Postal Ballot Notice is available on the website of the Company at www.sayajigroup.in, on the website of BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited ('KFin') (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at www.kfintech.com.

3. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the resolution proposed in this Postal Ballot Notice. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body's Resolution/ Authorization, authorizing their representative to vote through remote e-voting, to the Scrutinizer through e-mail at csneerajtrivedi@gmail.com with a copy marked to KFin at evoting@Kfintech.com. The scanned image of the above documents be in the naming format 'Sayaji Industries Limited – EVEN 7102'.
4. All the documents referred to in the accompanying Postal Ballot notice and Statement may be accessed for inspection upon login to <https://evoting.kfintech.com/>. The said documents will also be available for inspection by members at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days from the date of dispatch of this Postal Ballot Notice till Saturday, 31st December 2022

Information and other instruction relating to remote e-voting

5. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Rules, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, members are provided with the facility to cast their votes electronically, through the remote e-voting services provided by KFin, on the resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
6. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of single login credential, through either their demat accounts/ websites of Depositories/ DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their Depository Participants to access this facility.
7. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
8. The remote e-voting facility will be available during the following period:

Commencement of E-voting	09:00 A.M. (IST) on 2 nd December, 2022 (Friday)
End of E-voting	05:00 P.M. (IST) on 31 st December, 2022 (Saturday)

The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

9. The board of directors of the Company has appointed Mr. Niraj Trivedi Practicing Company Secretary (FCS No. 3844 PCS No. 3123) as the scrutinizer to scrutinize the postal ballot process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed.
10. The scrutinizer, after scrutinizing the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a scrutinizer's report and submit the same to the chairman of the company. The results declared along with the scrutinizer's report shall be placed on the website of the company at www.sayajigroup.in and on the website of KFin at <https://evoting.kfintech.com>. The results shall be communicated to the BSE Limited simultaneously.
11. Subject to receipt of the requisite number of votes, the resolution shall be deemed to have been passed on the last date of remote e-voting i.e. Saturday, 31st December, 2022.
12. The cut-off date for members to whom this postal ballot notice is being sent and the members who are eligible to exercise their right to vote on resolution proposed to be passed through the postal ballot by remote e-voting is Friday, 25th November, 2022. A person who is not a member as on the cut-off date should treat this postal ballot notice for information purposes only.
13. It is however, clarified that members of the company as on cut-off date (including members who may have not received this communication due to non-registration of their email address with the company/ RTA/ Depositories shall be entitled to vote in respect of the special resolutions, in accordance with the process specified in this Postal Ballot Notice.

14. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date.
15. In case of joint shareholders, only such joint holders who is higher in the order of names will be entitled to vote.
16. The detailed process and manner for remote e-voting are explained herein below:
 - (l) **E-voting procedure for individual shareholders holding securities in demat:**

(a) Method of log-in for individual shareholders holding the securities in demate mode directly from the website of Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility</p> <ol style="list-style-type: none"> i. URL https://eservices.nsdl.com ii. Click on “Beneficial Owner” icon under ‘IDeAS’ section. iii. On the new page, enter User ID and Password. Post successful authentication, click on ‘Access to e-voting’. iv. Click on the link against Sayaji Industries Limited or e-voting service provider ‘KFin Tech’ and you will be redirected to e-voting service provider website for casting the vote during the remote e-voting period. <p>2. User not registered for IDeAs e-services</p> <ol style="list-style-type: none"> i. To register click on link: https://eservices.nsdl.com. Select ‘Register online for IDeAS’ or click on the link https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp ii. Proceed with completing the required fields. <p>3. By visiting the e-voting website of NSDL</p> <ol style="list-style-type: none"> i. URL https://www.evoting.nsdl.com/ ii. Click on the icon ‘Login’ which is available under ‘Shareholder/ Member’ section. iii. Enter User ID (i.e. 8 digit DP ID followed by 8 digit Client ID of the demat account number held with NSDL) , Password/ OTP and a verification code as shown on the screen. iv. Post successful authentication, you will be redirected to NSDL Depository site 	<p>1. Existing users who have opted for Easi./ Easiest</p> <ol style="list-style-type: none"> i. URL https://web.cdslindia.com/myeasi/home/login or URL www.cdslinda.com ii. Click on New System Myeasi iii. Login with user id and password iv. Option will be made available to reach e-voting page without any further authentication v. Click on e-voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed with completing the required fields. <p>3. By visiting the e-voting website of CDSL</p> <ol style="list-style-type: none"> i. URL www.cdslindia.com ii. Provide demat account number and PAN iii. System will authenticate user by sending OTP on registered mobile& email as recorded in demat account. <p>After successful authentication, user will be provided links for the respective e-voting service provider (ESP) where the e-voting is in progress.</p>

<p>wherein you can see e-voting page. Click on Sayaji Industries Limited or e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>Shareholders/ Members can also download NSDL App “NSDL Speede” facility by scanning the QR code give below for seamless voting expreice.</p> <p>QR code for Apple and Google Play</p>	
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(b) Method of login for individual shareholders securities in demat mode through their Depository Participants.

Members can also login using the login credentials of their demat account through a depository participant registered with NSDL/ CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on Sayaji Industries Limited or e-voting service provider name ‘KFin’ and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Members who are unable to retrieve their user ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers i.e. NSDL – email: evoting@nsdl.co.in, toll free numbers 1800 1020 990/ 1800 22 44 30; or CDSL – email: helpdesk.evoting@cdslindia.com, phone numbers: 022 -23058738/ 022- 23058542-43.

(II) Method of login for Institutional Shareholders and Shareholders holding securities in physical form

(i) The details of the process and manner of remote e-voting are given below:

- (a) Initial password is provided in the body of the email.
 - (b) Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - (c) Enter the login credentials, i.e. user ID and password mentioned in your email. Your folio no./ DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing user ID and password for casting your votes
- (ii)** After entering the details appropriately, click on LOGIN.
- (iii)** You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9), and a special character (@,#,\$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the EVENT i.e. Sayaji Industries Limited

E-voting Procedure

- (i) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- (ii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- (iii) Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

Query/ Grievance: In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin website) or email at evoting@kfintech.com or call on toll free No. 1800-309-4001 for any further clarifications.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard -2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Appointment of Mr. Chiranjiv Patel as Non-executive Independent Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th November, 2022, appointed Mr. Chiranjiv Patel (DIN: 01252668) as an additional director on the board of directors of the company with effect from 10th November, 2022 pursuant to the provisions of Section 161(1) of the Act. The Board of Directors at its meeting held on 10th November, 2022, as per the recommendations of Nomination and Remuneration Committee also appointed Mr. Chiranjiv Patel as Non-executive Independent Director, not liable for retirement for a consecutive period from 10th November, 2022 to 31st March, 2027, subject to the approval of the members of the company. Mr. Patel has given a declaration to the board that he meets the criteria of independence as provided in the Act and the Listing Regulations.

Mr. Chiranjiv Patel, aged 42 years is a graduate in Computer Science from P E S School of Technology from Bangalore and Doctorate in Entrepreneurship from Young Scientist University.

He is presently a Managing Director of P C Snehal Group of Companies.

Mr. Chiranjiv Patel is also associated with Prayan Electrical and Automation Private Limited and with PKP Aesthetics & Healthcare, Parshwa Surveying Solutions and Chitraksh Traders.

Mr. Patel was Second Gujarati to Speak at United Nations General Assembly, and has vast experience in different fields. Some of important positions held by him at some reputed institutes now and in past are as given below :

- Mentor at Start-up India (GOI)
- Vice President at Sports club of Gujarat Limited
- Board Member of Gujarat Chamber of Commerce of industry since 2016
- Chairman of Gujarat Chamber of Commerce and Industry from (2014 to 2016)
- President Entrepreneurship India in the Commonwealth Entrepreneurs Club
- Governing Body in Leadership Entrepreneurship and Acceleration Foundation
- Governing Body Member of Karnavati club
- Governing Body of Institute of Advance Research
- Global Membership Committee of Entrepreneurs' Organisation (2018-2021)
- Regional Chair of South Asia Entrepreneurs' Organisation (2016-2018).

The company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Mr. Chiranjiv Patel for the office of Director of the company. Mr. Chiranjiv Patel has conveyed his consent to act as a Director of the company. The company has also received necessary disclosures and declarations from Mr. Chiranjiv Patel.

Mr. Chiranjiv Patel has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and an independent director of the company. Mr. Patel has also confirmed that he is not debarred from holding the office of a director by virtue of order passed by SEBI or any such authority. Mr. Chiranjiv Patel is not disqualified from being appointed as a director in terms

of Section 164 of the Act. Mr. Chiranjiv Patel has confirmed that he is in compliance Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the board, Mr. Chiranjiv Patel is a person of integrity and his appointment as an independent director of the company would be in the interest of the company taking into consideration Mr. Chiranjiv Patel's knowledge, background and expertise in varied fields and various prestigious positions held by him. Mr. Chiranjiv Patel fulfills the criteria laid down by the board for the appointment as independent director and is independent of the management.

A copy of the draft letter of appointment as an independent director stating the terms and conditions is available for inspection by the members at the Registered Office of the company between 11.00 a.m. and 1.00 p.m. on all working days of the company from the date of dispatch of this postal ballot notice till Saturday, 31st December 2022 and the same is also available on the website of the company at the link www.sayajigroup.in.

As required under Regulation 36 of the Listing Regulations and clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms part of this postal ballot notice.

Your directors recommend the said resolution for the approval by members by way of a special resolution.

Except Mr. Chiranjiv Patel, none of the other directors, key managerial personnel of the company and their relatives are in any way concerned or interested, financially or otherwise in the resolution set out in this postal ballot notice.

By order of the Board of Directors
Sayaji Industries Limited

Rajesh H. Shah
Company Secretary

Place : Ahmedabad

Date : 29/11/2022

Annexure-A

Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2, the details of the director proposed to be appointed through postal ballot process are given below :

Sr. No.	Particulars	
1	Name	Mr. Chiranjiv Patel
2	Category/ Designation	Non-executive Independent Director
3	Director Identification Number (DIN)	01252668
4	Age	42
5	Date of Birth	06 th December, 1981
6	Original Date of Appointment	10 th November, 2022
7	Qualifications	Computer Science from P E S School of Technology from Bangalore and Doctorate in Entrepreneurship from Young Scientist University
8	Directorship in other Companies along with listed entities from which the person has resigned in past three years*	Details are given in Annexure-B
9	Directorship in other companies*	
10	Chairmanship/ Membership of Committees in other Companies*	Not Applicable
11	Number of Equity Shares held in the company	Nil
12	Number of Equity Shares held in the company for any other directors and key managerial personnel of the company	Nil
13	Relationship between directors inter-se, with other directors and key managerial personnel of the company	None
14	Terms and conditions of appointment or re-appointment	Appointed as an independent director not liable to retire by rotation for a consecutive period from 10 th November, 2022 to 31 st March, 2027
15	Remuneration last drawn, if applicable	Not Applicable
16	Remuneration proposed to be paid	Sitting fees in accordance with the provisions of the Companies Act, 2013
17	Number of meetings of the board attended during the year	1 of 1
18	Justification for choosing the appointee for the appointment as an independent director	His background, experience and expertise in his own field and in other various fields enables him to provide the board with valuable insights across various issues in business and governance matters of the company.
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the explanatory statement forming part of this notice.

- As per disclosures received from the director

Annexure-B

CIN/FCRN	Company Name	Begin Date
U45201GJ1986PTC008890	P C SNEHAL ENGINEERS PRIVATE LIMITED	09/12/2005
U74999DL1994NPL062131	THE INDO-CANADIAN BUSINESS CHAMBER	14/09/2018
U92411GJ1963PLC001183	THE SPORTS CLUB OF GUJARAT LIMITED	30/09/2020
U45201GJ2010PTC060301	P.C.SNEHAL REALTY PRIVAE LIMITED	19/04/2010
U52390GJ2010PTC060319	P.C.SNEHAL EXPORTS PRIVATE LIMITED	19/04/2010
U74999GJ2017NPL095393	GUJARAT UNIVERSITY STARTUP AND ENTREPRENEURSHIP COUNCIL (GUSEC)	08/09/2021
U45309GJ2017PTC098059	P.C. SNEHAL CONSTRUCTION PRIVATE LIMITED	06/05/2019
U63031DL2018PTC341369	CELEBI GROUND HANDLING INDIA PRIVATE LIMITED	30/09/2022
U29309GJ2019PTC110714	PRAYAN ELECTRICAL AND AUTOMATION PRIVATE LIMITED	07/11/2019
U93090GJ2021PTC120282	AVIHOST PRIVATE LIMITED	30/09/2022
U51909GJ2021PTC124885	PROFITPLUS E PARTS PRIVATE LIMITED	13/08/2021