

## SGL Resources Limited

CIN: L22219GJ1992PLC017073

**Registered Office:** 506, Fifth Floor, Venus Atlantis, Near Shell Petrol Pump, Prahalad Nagar Road, Ahmedabad, Gujarat, 380015

Mail ID: [cs@sgligis.com](mailto:cs@sgligis.com) Contact No: 079-49391735

Website: [www.sgligis.com](http://www.sgligis.com)

### NOTICE OF POSTAL BALLOT

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

**To,  
The Members,  
SGL Resources Limited**

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA General Circular No. 09/2024 dated 19th September, 2024 and such other relevant previous circulars as were issued by the Ministry of Corporate Affairs ( hereinafter referred as "MCA Circulars"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3rd October, 2024 read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to other applicable laws, rules and regulations, that the resolution set out below is proposed for approval of the shareholders of **SGL RESOURCES LIMITED (Formerly Known as SCANPOINT GEOMATICS LIMITED)** (the "Company") through Postal Ballot by remote e-voting process ("e-voting"). Communication of assent/dissent of the members on the resolutions proposed in this Postal Ballot Notice ("Notice") will only take place through the remote e-voting system.

In accordance with the MCA Circulars referred above, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on **Friday, November 14, 2025** ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. The communication of the assent or dissent of the Members would only take place through the remote e-voting system

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The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”), is annexed hereto for your consideration.

In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer E-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of **National Securities Depository Limited (“NSDL”)** for facilitating e-voting to enable the shareholders to cast their votes electronically.

The Board of Directors of the Company, at its meeting held on November 14, 2025, has appointed M/s Harish P. Jain & Associates, (Membership No. FCS 4203, COP No. 4100) Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting. The schedule of remote e-voting is as under:

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
Saturday, 22 <sup>nd</sup> November, 2025 09:00 A.M.(IST)	Sunday, 21 <sup>st</sup> December, 2025 05:00 P.M.(IST)

The remote e-voting will be disabled by NSDL immediately thereafter.

**SPECIAL BUSINESS:**

**ITEM NO 1:**

**APPROVAL FOR RE- APPOINTMENT OF MR. KANTILAL VRAJLAL LADANI (DIN:00016171), AS WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any

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statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, Consent of the Members of the Company be and is hereby accorded to the re- appointment made by Board of Directors of the Company of Mr. Kantilal Vrajlal Ladani (DIN: 00016171) as Whole-Time Director of the Company for a term of Five (5) years w.e.f 14th November, 2025 to 13th November, 2030 and liable to retire by rotation and at a Remuneration of Rs. 7.20 Lakhs p.a. – Maximum remuneration i.e. Rs. 60,000 per month for a period of 5 years effective from the date of appointment and with full liberty to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination & Remuneration Committee of the Board), in accordance with the statutory limits/approvals as may be applicable, to revise/alter/modify/amend/change the terms and condition from time to time so long as the alterations are in conformity with the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Kantilal Vrajlal Ladani (DIN: 00016171) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of remuneration of Mr. Kantilal Vrajlal Ladani (DIN: 00016171) as Whole-Time Director of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Board of Directors of the Company or any director as authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company and execute all such documents and writings as may be required to give effect to the aforesaid Resolution.”

**ITEM NO : 2**

**ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

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**“RESOLVED THAT** pursuant to provisions of section 13 and other applicable provision, if any, of the Companies Act, 2013, read with Companies Incorporation rules, 2014 the consent of members be and is hereby accorded to alter the Memorandum of Association of company by altering whole main object clause with following object clause in Clause no 3 of the Memorandum of Association of company.

***“To promote, establish, run or otherwise carry on the business of developing, reproducing, marketing, consulting, exporting, importing, buying, selling, distributing, processing, Information technology, servicing or dealing in providing software solutions in the field of Geomatics including Core Application Development for Geographical Information System (GIS), Image Processing (IP), Global Positioning System (GPS), Remote Sensing (RS), Ground Penetrating Radar (GPR) and Photogrammetry (PG) and advance module Network Analysis, 3-D Modeling, Neural Network, Terrain Analysis, domain registrations, payment gateway services, utility bill payments and mobile recharge features. Customization of GIS/IP/GPS/RS/GPR/PG Applications for Natural Resources Management, Resource Exploration and Extraction, Disaster Management, Urban Planning & Economic Development, Environment, Agriculture & Forestry, Land Usage, Real Estate, Registry and Tax Assessment, Infrastructure, Banking & Insurance, Telecommunication, Ground and Marine Transportation, Defense & Security, Census and Elections, Healthcare, Emergency Response, Electric and Gas Utilities, Education. To provide GIS/IP/GPS/RS Services for \*Map Conversion, Survey and Mapping, Drainage, Hydro-morphology, Desertification, Snow and Glacial Topography, Natural Resource Census, Advanced Digital Image Processing and Analysis, GPS Survey and mapping, Vehicle Tracking, Web GIS, Satellite Data Procurement, Satellite Data Processing, Data Preprocessing, Visual Image Interpretation, Digital Terrain Model Generation, Geomatics Educational activities, services related to Data and Analytics, Artificial intelligence, Automation, Digital media and marketing, cloud solutions, business solutions, call services, and to bring out newspapers, periodicals, magazines, journals, leaflets, pamphlets, catalogues, bulletins, souvenirs, markets and other report books, booklets and other literary works and undertaking in respect of above object in any languages either at regular intervals or otherwise and whether for sale or free distribution. To carry on the business of issue, servicing and dealing in all kinds of payment products, payments systems, remittances and development of business either on its own or in collaboration, association or tie-up banks or other organization, identifying and entering into an agreement either individually or as member of an association of persons with any shop, store, restaurant and any other merchant establishment for***

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***the purpose of providing payment systems or any other payment services including prepaid payment instruments.”***

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take such steps and to do and perform all such acts, deeds, matters and things and make, sign and file such applications/ forms with Registrar of Companies and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolutions and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit.”

**ITEM NO: 3**

**TO ADOPT THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY AS PER COMPANIES ACT, 2013:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to substitute the existing Memorandum of Association of the company with a new set of Memorandum of Association (“MOA”) as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies,”

**ITEM NO : 4**

**TO ADOPT A NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT, 2013:**

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

CIN:L22219GJ1992PLC017073	<b>Registered and Corporate Office :-</b> 506, FifthFloor, Venus Atlantis, Near Shell Petrol Pump, Prahalad Nagar Road, Ahmedabad, Gujarat, India, 380015	[P]:- 079 49391735 [E]hello@sgligis.com <b>www.sgligis.com</b>
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**“RESOLVED THAT** pursuant to the provisions of Section 5 and 14, or any other applicable provisions of the Companies Act, 2013 (‘the Act’), read with the Companies (Incorporation) Rules, 2014, including any modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to substitute the existing Articles of Association of the company with a new set of Articles of Association as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies.”

**Place: AHMEDABAD  
Date: 14.11.2025**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, SGL RESOURCES LIMITED**

**Sd/-  
KANTILAL VRAJLAL LADANI  
WHOLE TIME DIRECTOR & CFO  
(DIN: 00016171)**

CIN:L22219GJ1992PLC017073

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**NOTES:**

1. The Statement pursuant to the provisions of Section 102(1) of the Act and as per Regulation 36(3) of the SEBI Listing Regulations setting out the material facts and reasons for proposed resolution is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is sought through Postal Ballot (e-Voting).
3. As per the MCA and SEBI Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot.
4. The Board of Directors of the Company at its meeting held on 14<sup>th</sup> November, 2025 has appointed **M/s Harish P. Jain & Associates, (Membership No. FCS 4203, COP No. 4100) Practicing Company Secretaries**, as the Scrutinizer to scrutinize the Postal Ballot process through Remote e-Voting in a fair and transparent manner and has communicated their willingness to be appointed as Scrutinizer and will be available for the said purpose.
5. The remote e-voting period commences from 09:00 a.m. (IST) on Saturday, 22<sup>nd</sup> November, 2025 and ends at 05:00 p.m. (IST) on Sunday, 21<sup>st</sup> December, 2025. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled / blocked thereafter by the e-voting service providers i.e NSDL. Once the vote on the resolutions is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
6. The Scrutinizer shall after the conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the report to the Chairman of the Company or to any other person so authorised by him. The results of the Postal Ballot will be announced on or before 23<sup>rd</sup> December, 2025. The results so declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.sgligis.com> and shall also be communicated/forwarded to BSE Limited where the equity shares of the Company are listed. The Resolutions shall be deemed to have been passed on 21<sup>st</sup> December, 2025 (being the last date of e-voting period of postal ballot) subject to obtaining requisite votes thereto.

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7. Shareholders may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.sgligis.com/> websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members.
9. Members desirous of inspecting the documents referred to in this Notice or Explanatory Statement may send their request to [cs@sgligis.com](mailto:cs@sgligis.com) from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
10. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as on 14<sup>th</sup> November, 2025. The members whose names appear in the Register of Members/list of Beneficial Owners as on 14<sup>th</sup> November, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice.
11. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on 14<sup>th</sup> November, 2025 being the cut-off date fixed for the purpose.
12. Any member who did not receive the Postal Ballot Notice may either send an email to the Company at [cs@sgligis.com](mailto:cs@sgligis.com) or write to RTA's email address at [nilesh.dalwadi@in.mpms.mufg.com](mailto:nilesh.dalwadi@in.mpms.mufg.com).
13. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Shareholders whose names appear in the Register of Members as received from NSDL and Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., 14<sup>th</sup> November, 2025 and whose e-mail IDs are registered with the Company / Depositories. For Shareholders who have not registered their e-mail IDs, please follow the instructions given under Note No. 15.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.
15. Shareholders holding shares in physical form, are requested to send a scanned copy of the signed request letter mentioning the Folio Number, Name of shareholder, complete address, mobile number, email address to be registered along with a scanned self-

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attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Shareholder, by email to the Registrar and Share Transfer Agent (RTA)'s email address at [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) Shareholders holding shares in demat form are requested to update their email address through their respective Depository Participant(s). After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to registered e-mail address, upon request received from the Shareholders.

16. Pursuant to the requirement of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and respective provisions of Secretarial Standard- 2, the brief profile / particulars of the Director of the Company seeking his appointment is annexed hereto.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER**

**The remote e-voting period begins from 9:00 a.m. (IST) on Saturday November 22, 2025 and shall end at 5:00 p.m. (IST) on Sunday, December 21, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**THE INSTRUCTIONS FOR E-VOTING:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

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Type of shareholders	Login Method
--	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> 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 <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under <b>‘Shareholder/Member’</b> 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</li> </ol>

CIN:L22219GJ1992PLC017073

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	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

<p>CIN:L22219GJ1992PLC017073</p>	<p><b>Registered and Corporate Office :-</b>          506, FifthFloor, Venus Atlantis, Near Shell Petrol Pump, Prahalad Nagar Road, Ahmedabad, Gujarat, India, 380015</p>	<p>[P]:- 079 49391735          [E]hello@sgligis.com  <a href="http://www.sgligis.com">www.sgligis.com</a></p>
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	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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.</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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

CIN:L22219GJ1992PLC017073

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**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.  
How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

CIN:L22219GJ1992PLC017073

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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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

CIN:L22219GJ1992PLC017073

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.harishjain@gmail.com](mailto:cs.harishjain@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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

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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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Sachin Kareliya at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the 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 [cs@sgligis.com](mailto:cs@sgligis.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@sgligis.com](mailto:cs@sgligis.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

CIN:L22219GJ1992PLC017073

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**EXPLANATORY STATEMENT**

***(Pursuant to section 102 of the Companies Act, 2013)***

**ITEM NO. 1**

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on , has approved the re-appointment of Mr. Kantilal Ladani (DIN: 00016171) as Whole-Time Director of the Company for a further period of 5 (five) years commencing from 14<sup>th</sup> November, 2025 to 13<sup>th</sup> November, 2025, subject to the approval of the shareholders.

So, pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee , the Board at its Meeting held on November 12, 2025 has appointed Mr. Kantilal Vrajlal Ladani as Whole-Time Director (DIN: 00016171) of the Company for a term of five (5) years w.e.f 14th November, 2025 to 13th November, 2030 and who is liable to retire by rotation.

Further, pursuant to provision of section 196(4), section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the terms of appointment including remuneration of Whole-Time Director requires the approval of Members and accordingly, the matter at Item No. 1 is recommended before the Members for their approval by way of passing of Ordinary Resolution.

Except Mr. Kantilal Vrajlal Ladani, Director (DIN: 00016171) being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

**ITEM NO 2:**

The Board of Directors of the Company, at its meeting discussed that the company intends to expand and diversify its present scope of operations. The existing Main Object Clause of the Memorandum of Association of the Company does not comprehensively cover several new business activities which the Company proposes to undertake, particularly in the fields of

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digital media, payment services, remittances, mobile recharge services, and other allied technology-driven activities.

In order to expand and diversify its business operations, enhance long-term growth potential, and align the Company's object clause with present and future business activities, the Board of Directors considers it necessary to substitute the entire Main Object of the Memorandum of Association with a new comprehensive set of Main Objects.

The Board of Directors at its meeting held on 14<sup>th</sup> November, 2025 approved the alteration of the Object Clause, subject to the approval of shareholders by way of a Special Resolution.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause requires the approval of members through a Special Resolution and filing of necessary forms with the Registrar of Companies.

A copy of the existing and the proposed new Object Clause will be available for inspection at the Registered Office of the Company during business hours on any working day up to the date of the meeting and will also be available at the meeting.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

### **ITEM NO : 3**

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013. According to the new act, the companies now have only Main Business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per the Companies Act, 2013. The new set of MOA is based on Table-A of the Companies Act, 2013.

A copy of the proposed set of new Memorandum of Associations of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:00 A.M. to 01:30 P.M. up to the date of the Extra-Ordinary General Meeting.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 3 seeking approval of the

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Members for adoption of new set of Memorandum of Association of the Company by way of a Special Resolution.

**ITEM NO : 4**

The existing Articles of Association (AOA) are based on the Companies Act, 1956 (the erstwhile Act) and several regulations in the existing AOA contained references to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the new Act).

With the coming into force of the new Act, several regulations of the existing AOA of the company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

A copy of the proposed set of new articles of Associations of the company would be available for inspection at the registered office of the company during the business hours on any working day between 11:00 A.M. to 01:30 P.M. up to the date of end of Postal Ballot.

None of the Directors and Key Managerial Personnel of the company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution.

Accordingly, the Board recommends the resolutions set out at Item No. 4 seeking approval of the Members for adoption of new set of Articles of Association of the Company by way of a Special Resolution.

**Place: AH-MEDABAD  
Date: 14/11/2025**

**BY ORDER OF THE BOARD OF DIRECTORS,  
FOR, SGL RESOURCES LIMITED**

**Sd/-  
MR. KANTILAL VRAJLAL LADANI  
WHOLE-TIME DIRECTOR  
(DIN: 00016171)**

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**ADDITIONAL INFORMATION ABOUT DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND UNDER SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS**

<b>Name &amp; DIN</b>	Kantilal Vrajlal Ladani (DIN: 00016171)
<b>Designation</b>	Whole Time Director & CFO
<b>Date of Birth (Age)</b>	18/07/1967
<b>Date of first appointment on the Board of the Company</b>	19/10/2002
<b>Qualification</b>	Bachelor's degree in commerce
<b>Brief Profile and Nature of expertise in specific functional areas/skills and capabilities</b>	Mr. Kantilal Ladani is a commerce graduate. He brings in more than 20 years of experience in Accounts and Finance. He is associated with the Company since 20 years.
<b>Terms and conditions of Appointment</b>	Re- appointed as Whole Time Director for a period of 5 years w.e.f 14 <sup>th</sup> November, 2025 to 13 <sup>th</sup> November, 2030.
<b>Details of remuneration sought to be paid</b>	7.20 Lakhs
<b>Remuneration last drawn</b>	7.20 Lakhs
<b>Directorships in other Companies as on the date of Postal Ballot Notice</b>	6
<b>Number of Board meetings attended as on the date of Postal Ballot Notice</b>	6
<b>Chairperson/Membership of the Committee(s) of Board in Companies as on the date of Postal Ballot Notice</b>	1
<b>Listed entities from which the Director has resigned in past 3 years</b>	NIL
<b>No. of Shares held in the Company, including shareholding as a beneficial owner</b>	NIL
<b>Disclosure of inter-se relationships between Directors and Key Managerial Personnel</b>	NIL

CIN:L22219GJ1992PLC017073

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