

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 Contact No: 079-49391735

Website: www.sgligis.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

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

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 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, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and General Circular No 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and any other applicable laws and regulations, to transact the Special Businesses as set out hereunder are proposed to be passed by the members of the Company (“SGL Resources Limited”) by way of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

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, April 18, 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.

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 April 15, 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 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:

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 23 rd April, 2025 09:00 A.M. (IST)	Thursday, 22 nd May, 2025 05:00 P.M. (IST)

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

SPECIAL BUSINESSES:

ITEM NO. 1:

TO APPOINT M/S MANOJ ACHARYA & ASSOCIATES, CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2024-25:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time, and other applicable rules, if any, including any statutory modification(s) or re-enactment(s) thereof, and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s Manoj Acharya & Associates, Chartered Accountants (FRN 114984W) who have confirmed their eligibility to be appointed as Statutory Auditors of the Company in terms of Section 141 of the Act and applicable rules, be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s SPARKS & Co., Chartered Accountants (FRN: 101458W)) for Financial Year 2024-25 and who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2025 at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company in consultation with them.”

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, and to do all acts and take all such steps as may be considered necessary, proper and expedient to give effect to this resolution."

ITEM NO. 2

APPROVAL FOR APPOINTMENT OF MR. RAJESHBHAI AMRUTBHAI KATKORIA (DIN: 00548324) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV, Section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with all other applicable provisions, sections, and rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), and the Articles of Association of the Company, the appointment of Mr. Rajeshbhai Amrutbhai Katkoria (DIN: 00548324), who was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 14th February 2025 by the Board of Directors, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company."

RESOLVED FURTHER THAT the tenure of Mr. Rajeshbhai Amrutbhai Katkoria as a Non-Executive Non Independent Director, shall be for a period of years Three (3) years from the date of appointment. During this period, Mr. Rajeshbhai Amrutbhai Katkoria shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorized to sign and execute all such documents and papers as may be required for this purpose and to file the necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

ITEM NO. 3

APPROVAL FOR APPOINTMENT OF MRS. NAYNABEN JAYESHBHAI VANPARIA (DIN: 07760252) AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV, Section 161(1) of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014, along with all other applicable provisions, sections, and rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), and the Articles of Association of the Company, the appointment of Mrs. Naynaben Jayeshbhai Vanparia (DIN: 07760252), who

was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 26th March 2025 by the Board of Directors, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company."

RESOLVED FURTHER THAT the tenure of Mrs. Naynaben Jayeshbhai Vanparia as a Non-Executive Non Independent Director, shall be for a period of three (3) years from the date of appointment. During this period, Mrs. Naynaben Jayeshbhai Vanparia shall be liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to sign and execute all such documents and papers as may be required for this purpose and to file the necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

ITEM NO. 4

APPROVAL FOR APPOINTMENT OF MR. KEVAL RAJESHBHAI PARIKH (DIN: 10757737) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mr. Keval Rajeshbhai Parikh (DIN: 10757737), who was appointed as an Additional Independent Director of the Company by the Board of Directors w.e.f. 26th March, 2025 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as an Independent Director of the Company and also has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Independent Director of the Company be and is hereby appointed as a Non-Executive Independent Director of the company, not liable to retire by rotation and to hold office for the period of Five (5) consecutive years with effect from 26th March 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 5

APPROVAL FOR APPOINTMENT OF MRS. POOJA SMIT SHAH (DIN: 07441428) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16, 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR" / "Listing Regulations") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Mrs. Pooja Smit Shah (DIN: 07441428), who was appointed as an Additional Independent Director of the Company by the Board of Directors w.e.f. 26th March 2025 pursuant to Section 161 of the Act and who is eligible for appointment and who has consented to act as an Independent Director of the Company and also has submitted the declaration that she meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing, from a Member proposing her candidature for the office of the Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for the period of Five (5) consecutive years with effect from 26th March 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors
For, SGL Resources Limited

Date: 15.04.2025
Place: Ahmedabad

Kantilal Ladani
Whole Time Director
[DIN: 00016171]

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 15th April, 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 Wednesday, 23rd April, 2025 and ends at 05:00 p.m. (IST) on Thursday, 22nd May, 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 24th May, 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 22nd May, 2025 (being the last date of e-voting period of postal ballot) subject to obtaining requisite votes thereto.
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 and on the website of NSDL at 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 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 18th April, 2025. The members whose names appear in the Register of Members/list of Beneficial Owners as on 18th April, 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 18th April, 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 or write to RTA's email address at 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., 18th April, 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-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 nilesh.dalwadi@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 Directors of the Company seeking their 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 Wednesday, April 23, 2025 and shall end at 5:00 p.m. (IST) on Thursday, May 22, 2025. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="558 1167 1365 1623">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="558 1654 1365 1797">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

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>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.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.

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 with a copy marked to 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 such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Sachin Kareliya at 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.
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. 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 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.

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

ITEM NO. 1:

TO APPOINT M/S MANOJ ACHARYA & ASSOCIATES, CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF PREVIOUS AUDITOR FOR F.Y. 2024-25:

The Members of the Company at its 31st Annual General Meeting held on September 29, 2023 had appointed M/s SPARKS & Co, Chartered Accountants (FRN: 101458W) as the Statutory Auditors of the Company to hold office for the consecutive five years from the conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company. However, M/s SPARKS & Co, Chartered Accountants vide their resignation letter dated April 05, 2025 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy caused in the office of Statutory Auditor shall be filled by the Board of Directors and shall also be approved by the Company within three months of the recommendation of the Board and shall hold the office till the conclusion of the next annual general meeting.

Your Board approached to M/s Manoj Acharya & Associates, Chartered Accountants (FRN 114984W) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting held on 10th April, 2025, on the recommendation of Audit Committee has recommended the appointment M/s Manoj Acharya & Associates, Chartered Accountants (FRN 114984W) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s SPARKS & Co., Chartered Accountants (FRN 101458W) and to hold office as the Statutory Auditor of the Company till the ensuing Annual General Meeting of the Company to be held in the year 2025 subject to the approval by the members, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s Manoj Acharya & Associates have confirmed their eligibility and consent to be appointed as Statutory Auditors in terms of the provisions of Section 141 of the Companies Act, 2013, and have further confirmed that they are not disqualified from being appointed as auditors under the applicable laws and regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

ITEM NO. 2:

APPROVAL FOR APPOINTMENT OF MR. RAJESHBHAI AMRUTBHAI KATKORIA (DIN: 00548324) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY:

Mr. Rajeshbhai Amrutbhai Katkoria (DIN: 00548324), on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Non-Executive Non-Independent Director with effect from 14th February, 2025 by the Board of Directors, in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 ("The Act"). As per Section 161 of the Act, Mr. Rajeshbhai Amrutbhai Katkoria holds office up to the date of the next Annual General Meeting (AGM).

Mr. Rajesh Amrutlal Katkoria (DIN: 00548324) is Commerce Graduate. He has having more than 30 years of experience in field of finance and management. He possesses the requisite knowledge, experience, and skills for the position of Director, and his appointment as Non-Executive Non Independent Director is in compliance with the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations).

The Board, having considered the proposal and based on the recommendation of the Nomination and Remuneration Committee, has accorded its consent, subject to the approval of the members of the company, the appointment of Mr. Rajesh Amrutlal Katkoria as a Non-Executive Non-Independent Director, with a tenure of Three (3) years from the date of appointment. During this period, Mr. Rajesh Amrutlal Katkoria shall be liable to retire by rotation as per the provisions of the Companies Act, 2013.

Except Mr. Rajesh Amrutlal Katkoria (the appointee), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

ITEM NO. 3:

APPROVAL FOR APPOINTMENT OF MRS. NAYNABEN JAYESHBHAI VANPARIA (DIN: 07760252) AS NON-EXECUTIVE NON INDEPENDENT DIRECTOR OF THE COMPANY:

Mrs. Naynaben Jayeshbhai Vanparia (DIN: 07760252), on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Non-Executive Non-Independent Director with effect from 26th March 2025 by the Board of Directors, in accordance with the Articles of Association and Section 161 of the Companies Act, 2013 ("The Act"). As per Section 161 of the Act, Mrs. Naynaben Jayeshbhai Vanparia holds office up to the date of the next Annual General Meeting (AGM).

Mrs. Naynaben Jayeshbhai Vanparia has consented to the proposed regularization and has declared herself qualified for the position. Mrs. Naynaben Jayeshbhai Vanparia is Graduate and she is having more than 26 years of experience in field of management. She possesses the requisite knowledge, experience, and skills for the position of Director, and her regularization is in compliance with the provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations).

The Board, having considered the proposal and based on the recommendation of the Nomination and Remuneration Committee, has accorded its consent, subject to the approval of the members of the company, the appointment of Mrs. Naynaben Jayeshbhai Vanparia as a Non-Executive Non-Independent Director, with a tenure of Three (3) years from the date of appointment. During this period, Mrs. Naynaben Jayeshbhai Vanparia shall be liable to retire by rotation as per the provisions of the Companies Act, 2013.

Except for Mrs. Naynaben Jayeshbhai Vanparia (the appointee), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4

APPROVAL FOR APPOINTMENT OF MR. KEVAL RAJESHBHAI PARIKH (DIN: 10757737) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 and the Articles of Association of the Company appointed Mr. Keval Rajeshbhai Parikh (DIN: 10757737) as an Additional Director in category of Independent Director with effect from March 26, 2025. Mr. Keval Rajeshbhai Parikh appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years with effect from March 26, 2025 to March 25, 2030.

Mr. Keval Rajeshbhai Parikh is an experienced Corporate Lawyer specializing in legal compliance, corporate governance, and regulatory adherence. He advises organizations on complex legal frameworks, ensuring compliance with statutory requirements and industry best practices. With expertise in contract negotiation, risk management, and compliance audits, Mr. Keval Parikh enhances operational efficiency and drives innovative solutions for organizational success and he has having more than 7 years of experience in legal field.

As per the Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of Directors for retirement by rotation. Further, in terms of Regulation 25 (2A) of SEBI (LODR) Regulations, 2015 the appointment of an

Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates the criteria of independence. The Company has received a declaration from Mr. Keval Rajeshbhai Parikh that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee (NRC) had recommended the candidature of Mr. Keval Rajeshbhai Parikh based on the skill sets laid out for appointment of Independent Directors. In the opinion of the Board, Mr. Keval Rajeshbhai Parikh fulfils the conditions for his appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015 and other laws for the time being in force, to the extent applicable to the Company.

A copy of the draft letter for the appointment of Mr. Keval Rajeshbhai Parikh as an Independent Director, setting out the terms and conditions is available for inspection on the website of the company at: <https://www.sgligis.com>.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Postal Ballot Notice.

Except for Mr. Keval Rajeshbhai Parikh (the appointee), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board of Directors recommends this resolution for your consideration and approval as a special resolution.

ITEM NO. 5

APPROVAL FOR APPOINTMENT OF MRS. POOJA SMIT SHAH (DIN: 07441428) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152, 161 of the Companies Act, 2013 and the Articles of Association of the Company appointed Mrs. Pooja Smit Shah (DIN: 07441428) as an additional director in independent capacity with effect from March 26, 2025. Mrs. Pooja Smit Shah (DIN: 07441428) was also appointed as an Independent Director of the Company, not liable to retire by rotation for a period of five consecutive years with effect from March 26, 2025 to March 25, 2030.

Mrs. Pooja Smit Shah is qualified Company Secretary by Profession. She is having more than 9 years of experience in the field of Secretarial Work and Corporate Laws, Legal drafting, FEMA laws and other Law matters.

As per the Section 149 of the Companies Act, 2013, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and she shall not be included in the total number of Directors for retirement by rotation. Further, in terms of Regulation 25 (2A) of SEBI (LODR) Regulations, 2015 the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates the criteria of independence. The Company has received a declaration from Mrs. Pooja Smit Shah that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee (NRC) had recommended the candidature of Mrs. Pooja Smit Shah based on the skill sets laid out for appointment of Independent Directors. In the opinion of the Board, Mrs. Pooja Smit Shah fulfils the conditions for her appointment as an Independent Director as specified in the Act and as stipulated in the SEBI (LODR) Regulations, 2015 and other laws for the time being in force, to the extent applicable to the Company.

A copy of the draft letter for the appointment of Mrs. Pooja Smit Shah as an Independent Director, setting out the terms and conditions is available for inspection on the website of the company at: <https://www.sgligis.com/>.

As required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto and forms a part of this Postal Ballot Notice.

Except for Mrs. Pooja Smit Shah (the appointee), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution.

The Board of Directors recommends this resolution for your consideration and approval as a special resolution.

By Order of the Board of Directors
For, SGL Resources Limited

Date: 15.04.2025
Place: Ahmedabad

Kantilal Ladani
Whole Time Director
[DIN: 00016171]

Annexure

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ISSUED BY INSTITUTE OF COMPANY SECRETARIES OF INDIA ON GENERAL MEETINGS (SS-2)

Name of the Director	Mr. Rajeshbhai Amrutbhai Katkoria	Mrs. Naynaben Jayeshbhai Vanparia	Mr. Keval Rajeshbhai Parikh	Mrs. Pooja Smit Shah
Category / Designation	Non-Executive Non Independent Director	Non-Executive Non Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Director Identification Number (DIN)	00548324	07760252	10757737	07441428
Date of Birth	06.04.1966	03.02.1977	25.06.1998	11.12.1990
Nationality	Indian	Indian	Indian	Indian
Date of first appointment as Independent Director / Director under the Companies Act, 2013 and SEBI LODR Regulations	14.02.2025	26.03.2025	26.03.2025	26.03.2025
Relationships with other Directors inter-se & KMPs	-	-	-	-
Experience (including expertise in specific functional areas) as required for the role and being held by the Director	As per details provided in this Notice read with the explanatory statement thereto.	As per details provided in this Notice read with the explanatory statement thereto.	As per details provided in this Notice read with the explanatory statement thereto.	As per details provided in this Notice read with the explanatory statement thereto.
Qualification(s)	Graduate	Graduate	Bachelor of Law (LL.B.)	CS & Bachelor of Law (LL.B.)
Skills	Finance, Leadership and General Management	Leadership and General Management	Law, Governance and strategic thinking	Law, policy, Governance and strategic thinking,
Other Listed companies in which the Director is a Director as on April 15, 2025	-	-	Madhur Industries Limited	True Green Bio Energy Limited
Listed entities from which the Director has resigned in the past three Years	-	-	-	-

Chairmanships/Memberships of the Committees of other public limited companies as on April 15, 2025.	-	-	Madhur Industries Limited Nomination and Remuneration Committee - Member	-
No. of meetings of the Board attended during the year	2	2	2	2
Number of shares held in the Company including shareholding as a beneficial owner as on the date of Postal Ballot Notice.	-	-	-	-
