



## SISTEMA SMART TECHNOLOGIES LIMITED

**Regd. Office:** 121, Doctors Colony, Near DCM Ajmer Road, Jaipur - 302021

**Tel:** 0141 4919958

**Corp. Office:** 468-469, Square Building, 8th Floor, Udyog Vihar, Phase-III, Gurgaon, Haryana-122016.

**Tel:** 0124-4468030,

**CIN:** U74110RJ1995PLC017779; **Email:** cssstl@sistema.co.in

### Postal Ballot Notice

**[Pursuant to provisions of Section 108 and 110 of the Companies Act, 2013 read with Section 108, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and circulars issued by Ministry of Corporate Affairs, Government of India]**

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the Company is seeking the Members' Consent to pass the proposed Resolution appended below by way of Postal Ballot.

In compliance with the MCA Circulars, this Notice of Postal Ballot / Electronic Voting (E-voting) (the "**Notice**") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrar and Share Transfer Agent or Depositories. If your e-mail address is not registered with the Company, Registrar and Share Transfer Agent or Depositories, then please follow the process provided in the Notes to receive this Notice and login ID and password for e-voting. Members are requested to read the instructions in the Notes under the section "Voting through Electronic Means" as communication of the assent or dissent of the Members would only take place through the e-voting system.

In compliance with the MCA Circulars, a hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this postal ballot.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice. You are requested to peruse the following resolution along with the explanatory statement and thereafter record your assent or dissent only through the e-voting system provided by the Company.

#### **SPECIAL BUSINESS:**

**To approve appointment of M/s. VJSJ & CO LLP., Chartered Accountants (ICAI Firm Registration No. N500112) as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s. Deloitte Haskins & Sells., Chartered Accountants (ICAI Firm Registration No. 015125N).**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendations of the Audit Committee, M/s. VJSJ & CO LLP., Chartered Accountants (ICAI Firm Registration No. N500112) be appointed as statutory auditors of the Company for the financial year 2022-23 to fill the causal vacancy caused by the resignation of M/s. Deloitte Haskins & Sells., Chartered Accountants (ICAI Firm Registration No. 015125N)., w.e.f. February 28, 2023 and to hold office until the conclusion of the next (28th) Annual General Meeting of the Company, at a remuneration of Rs 12.00lacs (excluding GST) plus reimbursement of out of pocket expenses.

**RESOLVED FURTHER THAT** any of the Directors or any one from Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution.

**By the Order of the Board  
For Sistema Smart Technologies Limited**

**Sd/-  
Vinay Mittal  
Chief Financial Officer**

**Date:** 01 March, 2023

**Place:** Gurugram

## NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts and the reasons for the proposal is annexed below.
2. A copy of the Notice is also available on the Company's Registrar and Share Transfer Agent ("**RTA**") viz. KFin Technologies Limited ("**KFIN**") e-voting website <https://evoting.kfintech.com>.
3. Members who have not registered their e-mail addresses with either the Company's RTA or their Depository Participant (DP) are requested to register the same with the RTA in accordance with the process specified at point no. 12B below, for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Postal Ballot Notice.
4. The portal for e-voting will remain open for the Members for exercising their voting from Tuesday, 04 April 2023 at 9:00 a.m. India Standard Time ('IST') till Wednesday, 03 May 2023 at 5:00 p.m. (IST) both days inclusive. The e-voting needs to be exercised by 5:00 p.m. (IST) on 03 May 2023. Please note that e-voting module will be disabled for voting by the RTA (KFIN) after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialised form, as on Friday, 24 March 2023 ("Cut-off Date"), may cast their vote electronically. Once vote on a resolution is cast by the Member, such Member shall not be allowed to change it subsequently or cast the vote again.
5. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., Wednesday, 03 May 2023. Further, resolutions passed by the Members through e-voting are deemed to have been passed effectively.
6. The Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on Cut-off Date and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the Company's RTA. Each Member's voting rights shall be in proportion to his/ her share of the paid-up equity share capital of the Company as on Cut-off Date, which will only be considered for voting.
7. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
8. The Board of Directors has appointed Mr. CS Awanish Dwivedi, Proprietor M/s. Dwivedi & Associates, Practicing Company Secretaries, New Delhi, as Scrutinizer for scrutinizing the e-voting process and conducting the postal ballot process in a fair and transparent manner. The results of the postal ballot will be announced on or before Monday, 8 May 2023.
9. As required by the Rules read with the MCA Circulars, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating in Jaipur (in English language) and one vernacular daily newspaper circulating in Jaipur (in Hindi language).
10. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical/electronic mode respectively.
11. In compliance with the provisions of the Act, Rules and MCA Circulars, the Company is providing facility for voting by e-voting to all Members to enable them to cast their votes electronically on the item mentioned in the Notice. For this purpose, the Company has engaged the services of its RTA (i.e., KFin Technologies Limited) and have made necessary arrangements with RTA to facilitate e-voting. In terms of the MCA Circulars, voting can be done only by e-voting in such case. As e-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the e-voting procedure by themselves and not through any other person/ proxies. The detailed procedure with respect to e-voting is as follows.

## 12. Voting through Electronic Means

The instructions and other information relating to e-voting are as under:

A. In case a Member receiving an e-mail from KFIN [for Members whose e-mail IDs are registered with the Company/ Depository Participant(s)]:

- (i) Open your web browser during the voting period and navigate to '<https://evoting.kfintech.com>'.
- (ii) Enter the login credentials, i.e., user-id & password, mentioned in the email forwarded through the electronic notice:

### **User ID -**

#### **For shareholder(s) / beneficial owner(s) holding shares in demat form:**

- For NSDL: 8 characters DP ID followed by 8 digits Client ID
- For CDSL: 16 digits Beneficiary ID

**For shareholder(s) holding shares in physical form:** Electronic Voting Event Number (EVEN) followed by your Folio Number registered with the Company.

**Password -** Your unique password is sent via email forwarded through the electronic notice.

**Captcha -** Enter the verification code for security reasons, i.e., please enter the alphabets and numbers in the exact way as they are displayed.

- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) Shareholders holding shares in demat!physical form will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like \*, #, @, etc.). Kindly note that this password can be used by the demat holders for voting for resolution of any other company on which they are eligible to vote, provided that such company opts for e-voting through KFIN's e-voting platform. System will prompt you to change your password and update any contact details like mobile, email ID., etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly ensure that you note down your password for future reference. In case you forget it, you will need to go through 'Forgot Password' option available on KFIN's e-voting website to reset the same.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the "EVEN". Please select EVEN of Sistema Smart Technologies Limited.
- ( ) If you are holding shares in demat form and had logged on to <https://evoting.kfintech.com> and casted your vote earlier for any other company, then your existing login id and password are to be used. Members holding multiple folios! demat accounts shall choose the voting process separately for each of the folio!demat account.
- (vii) On the voting page, you will see resolution description and against the same the option 'FOR ! AGAINST ! ABSTAIN' for voting. Enter the number of shares under 'FOR ! AGAINST ! ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR ! AGAINST' taken together should not exceed your total shareholding. If you do not want to cast a vote, you may select 'ABSTAIN'.

- (viii) After selecting the resolution if you have decided to cast vote on the same, click on "SUBMIT" and a confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (x) Corporate ! Institutional members (corporate ! FIs ! FII's ! trust ! mutual funds ! banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to [awanishcorporate@gmail.com](mailto:awanishcorporate@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). The file scanned image ! pdf file of the board resolution should be in the naming format "Corporate Name\_Event No."

**B. In case of Members have not registered their e-mail address:**

On account of threat posed by Covid-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

- (i) In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company through KFin, by clicking the link: <https://karisma.kfintech.com/emailreg> and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- (ii) It is clarified that for permanent registration of email address, the shareholders are however requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India, by following due procedure.
- (iii) Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/the Company's RTA (i.e., KFin Technologies Limited) to enable servicing of notices/ documents/ annual reports electronically to their e-mail address.

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 <https://evoting.kfintech.com>. In case of any queries / concern / grievances, you may contact Mr. Ramachandra, General Manager, Kfintech, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1800-3454-001 (toll free).

## **ANNEXURE TO THE NOTICE**

### **(Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice)**

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Item No. 1**

M/s Deloitte Haskins & Sells., Chartered Accountants, (ICAI Firm Registration No. 015125N)), was re- appointed as statutory auditor of the Company by the members at their AGM held on 16th September, 2021 for a period of 2 years to hold office from the conclusion of 26th AGM until the conclusion of 28th AGM of the Company to be held in calendar year 2023. M/s. Deloitte Haskins & Sells., Chartered Accountants has resigned on 28th February, 2023 before completion of its term, from the position of Statutory Auditors due to change in the Group Auditor and consequent management expectations to bring synergies and efficiencies in audit work from cost as well as efforts perspective. The Audit Committee and

Board of Directors of the Company aligned with the reasons stated in the resignation letter received from the Auditors. The resignation of Deloitte Haskins & Sells., before completion of its term as auditor caused a casual vacancy in the office of Statutory Auditors as per the provisions of section 139(8) of the Companies Act, 2013 and casual vacancy so caused by the resignation of auditors can only be filled up by the Company after taking consent of the members.

The Board, on the basis of recommendation of Audit Committee, proposes that M/s. VJSJ & CO LLP Chartered Accountants (ICAI Firm Registration No. N500112)), be appointed as the Statutory Auditors of the Company w.e.f. March 01, 2023 to hold office upto the conclusion of next Annual General Meeting of the Company to fill the casual vacancy caused by the resignation of said M/s. Deloitte Haskins & Sells., Chartered Accountants (ICAI Firm Registration No. 015125N)), Chartered Accountants, and they have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if approved and made by the members, would be within the limits prescribed under the Companies Act, 2013.

M/s VJSJ & CO LLP., Chartered Accountants (ICAI Firm Registration No. N500112), a Chartered Accountant firm, is having experience in various types of audits including Statutory Audits, Internal Audits, Stock Audits, Due Diligence and tax audits. They have experience in auditing different kinds of entities including Small and medium sized entities, start-ups, etc.

The Board proposes and recommends the aforesaid resolution for your approval.

None of the Directors / Key Managerial Personnel and their relatives is in any way, concerned or interested in the said resolution.

**By the Order of the Board  
For Sistema Smart Technologies Limited**

**Sd/-  
Vinay Mittal  
Chief Financial Officer**

**Date: 01 March, 2023  
Place: Gurugram**