



SINGER INDIA LIMITED

CIN: L52109DL1977PLC025405

Regd. & Head Office: A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi – 110044

Phone: +91-11-40617777, Toll free No. 1800-103-3474

Website: www.singerindia.com, **Email:** secretarial@singerindia.com, mail@singerindia.com

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 46th Annual General Meeting (“AGM”) of the members of **Singer India Limited** (“the Company”) will be held on Wednesday, 17th July, 2024, at 01:30 P.M. IST, through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”) facility, to transact the following business(es).

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the reports of Board of Directors and Auditors’ thereon.

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2024, including the Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on March 31, 2024, together with the notes to financial statements, reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

- To appoint Director of the Company, Mr. Hetal Madhukant Gandhi (DIN: 00106895), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Hetal Madhukant Gandhi (DIN: 00106895), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- Approval for the appointment of Mr. Sunil Duggal (DIN: 07291685) as a Non-Executive Independent Director of the Company.

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 Sections 149, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Sunil Duggal (DIN: 07291685) as Non-Executive Independent Director of the Company, not liable to retire by rotation, who has appointed as an Additional Director (Independent Director) of the Company with effect from May 23, 2024 to hold office up to the date of forthcoming Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of Director, to hold office for a term of 5 (five) consecutive years commencing from May 23, 2024 to May 22, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD OF DIRECTORS
For **SINGER INDIA LIMITED**

Dated: 23.05.2024
Place: New Delhi

Sd /-
Rupinder Kaur
Company Secretary

NOTES:

1. Pursuant to Regulation 36 of the Listing Regulations and Secretarial Standards 2 issued by Institute of Company Secretary, details in respect of the directors retiring by rotation at the AGM, forms part of this Notice as **Annexure 1**.
2. In compliance with the circular issued by the Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and other relevant circulars as issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 1, 2021, Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 05, 2023 and other relevant circulars issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars"), Secretarial Standard on General Meetings ("SS2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the AGM of the Company is being held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the members at a common venue. Deemed venue of the 46th AGM shall be the registered office of the Company situated at A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi – 110044.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has engaged the services of National Securities Depository Ltd. ("NSDL"), as the authorized agency for conducting the AGM and providing remote e-Voting/ Insta e-Voting facility for/during the AGM of the Company ("electronic voting/e-voting"). The instructions for participation by Members are given in the subsequent notes.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. Only bonafide members of the Company whose names appear on the Register of Members will be permitted to join the Meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from joining the AGM.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held through VC/ OAVM, whereby physical attendance of members has been dispensed with and in line with the said MCA & SEBI Circulars, the facility to appoint a proxy to attend and cast vote for the members is not made available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through electronic voting.
6. In the case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. Institutional / Corporate Members are requested to send a legible scanned copy (PDF / JPEG format) of the Certified True Copy of Board Resolution/Power of Attorney/ Authorization Letter authorizing its representatives to attend and cast vote at the AGM through electronic voting, pursuant to Section 113 of the Act, at secretarial@singerindia.com and to the Scrutinizer by e-mail to vmscorporatefilings@gmail.com with a copy marked to evoting@nsdl.co.in.
8. In compliance with the above MCA & SEBI circulars, Notice of the AGM along with Annual Report for the Financial Year 2023-24 of the Company is being sent electronically to all the members whose email addresses are registered/ available with the Company/ Registrar and Transfer Agent/ Depository Participants/ Depositories unless any Member has requested for a physical copy of the same. The Notice calling the AGM has been uploaded on the website of the Company at www.singerindia.com. The Notice can also be accessed from the website of the Stock Exchange, where the securities of the Company are traded, i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL (agency for providing the electronic voting facility for/during the AGM) i.e. www.evoting.nsdl.com.

However, the Shareholders of the Company may request a physical copy of the Notice and Annual Report from the Company by sending a request at secretarial@singerindia.com, in case they wish to obtain the same. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email.
9. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the members during the AGM. All the documents referred to in the accompanying Notice shall be available for inspection electronically without any fee from the date of circulation of this Notice up to the date of this AGM. Members seeking to inspect such documents can send an email to secretarial@singerindia.com.

10. Members holding shares in physical form and who have not updated their e-mail ids with the Company are requested to update their e-mail ids and other details through updating their KYC by submitting the prescribed Form either to the RTA of the Company or directly to the Company in the manner specified hereunder <https://singerindia.com/investors/important-communication-for-shareholders/updation-of-kyc-as-directed-by-sebi/>. Members holding shares in dematerialized (demat) mode are requested to register/ update their e-mail addresses with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, members may write to the RTA at admin@mcsregistrars.com / helpdeskdelhi@mcsregistrars.com or to the Company at secretarial@singerindia.com.

11. **KYC updation for physical members:** SEBI vide its circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, mandated for updation of PAN, Contact Details (postal address with PIN, email, and mobile number), bank account details, specimen signature and nomination by all the members holding shares in physical mode. Folios, where any of the above details shall not be available on or after October 01, 2023, shall be frozen by the Registrar & Transfer Agent, M/s MCS Share Transfer Agent Limited ("RTA") and such members, thereafter, shall not be eligible to lodge grievance or avail service from the RTA and receive dividend in physical mode, unless the aforesaid details are furnished. If such folios continue to remain frozen as on December 31, 2025, such frozen folios, thereafter, are required to be reported to administrative authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Therefore, members of the Company holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC details, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, ISR-5, SH13 and SH14, as applicable, on its website viz. www.singerindia.com.

Members can download the relevant Forms, as applicable / required and send the duly filled forms, to M/s MCS Share Transfer Agent Limited ("RTA") for updating the details.

Relevant details and forms prescribed by SEBI in this regard is available on the website of the Company at <https://singerindia.net/investor-relations/important-communication-for-shareholders/updation-of-kyc-as-directed-by-sebi/>, for information and use by the Shareholders. Members can send the documents by any one of the following modes.

Sending hard copy of the said forms along with required documents to our RTA, M/s MCS Share Transfer Agent Limited (Unit: Singer India Limited) F – 65, First Floor, Okhla Industrial Area, Phase-I, New Delhi – 110020 Phone: 011 41406149-52 Email:admin@mcsregistrars.com or

In Person Verification (IPV) of the said forms and required documents at the office of our RTA, M/s MCS Share Transfer Agent Limited (Unit: Singer India Limited) F – 65, First Floor, Okhla Industrial Area, Phase – I, New Delhi – 110020 or

Through electronic mode, by downloading the said forms and filling the same through electronic mode with e-signature. The required documents should be emailed to the RTA of the Company at admin@mcsregistrars.com / helpdeskdelhi@mcsregistrars.com.

You are requested to kindly take note of the same and update your particulars timely.

General Information for shareholders:

12. In pursuance of Listing Regulations, the shares of the Company are being compulsorily traded in dematerialized (i.e. electronic form only) on the Bombay Stock Exchange. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard. For your information ISIN No. of the company is INE638A01035 for both the depositories, viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL). Members may also visit the website of the depositories, NSDL viz. <https://nsdl.co.in/faqs/faq.php> or CDSL viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.
13. Nomination- Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13, which is available on the website of the Company <https://singerindia.net/investor-relations/forms/>. Further, SEBI vide its Circular dated 3rd November 2021 has mandated to furnish Form ISR-3 or SH-14 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
14. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at secretarial@singerindia.com. Members are requested to note that dividends for the financial year 2015-16 that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

The details of unpaid and unclaimed dividends lying with the Company are uploaded on the website of the Company and can be accessed through the link <https://singerindia.com/investors/deposits-and-dividends-unpaid/>.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority.

15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA & SEBI Circulars, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in subsequent notes. The Board of Directors of the Company has appointed M/s. Varuna Mittal & Associates, a Company Secretary in practice and a peer-reviewed firm, as the Scrutinizer for this purpose for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting at the AGM, in the presence of at least two witnesses not in the employment of the Company and submit, not later than two working days of the conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.singerindia.com and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchange where the securities of the Company are listed & traded.

The Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of the meeting. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. However, this number does not

include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

THE INSTRUCTIONS FOR MEMBERS FOR ELECTRONIC VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 14th July, 2024, 9.00 a.m (IST) and ends on Tuesday, 16th July, 2024, 5.00 p.m, (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th July, 2024, shall cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 10th July, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as on cut-off date, may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as on cut-off date, may follow steps mentioned in the Notice under '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 and joining virtual meeting 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"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div data-bbox="627 1285 804 1332">  App Store </div> <div data-bbox="850 1285 1053 1332">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div data-bbox="665 1352 798 1485">  </div> <div data-bbox="888 1352 1021 1485">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> 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 Myeasi username & password. 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 the 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 or joining virtual meeting & voting during the meeting. 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.

Type of shareholders	Login Method
	<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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 vmscorporatefilings@gmail.com with a copy marked to evoting@nsdl.co.in. 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 Ms. Palavi Mhatre at evoting@nsdl.co.in

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 secretarial@singerindia.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 secretarial@singerindia.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company

name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarial@singerindia.com, at least 48 hours before the 46th AGM. The same will be replied by the company at or after the 46th AGM suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@singerindia.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@singerindia.com. These queries will be replied by the Company suitably at or after the 46th AGM by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting, whether fully or partially and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM. Members who have voted through remote e-Voting will be eligible to attend the AGM only.

BY ORDER OF THE BOARD OF DIRECTORS

For SINGER INDIA LIMITED
Sd /-

Dated: 23.05.2024
Place: New Delhi

Rupinder Kaur
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**Item No. 3:**

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee("NRC"), has appointed Mr. Sunil Duggal (DIN: 07291685) as an Additional Director (Independent Director) of the Company w.e.f. May 23, 2024, and recommended his appointment as a Non-Executive Independent Director of the Company for a term of five consecutive years, not liable to retire by rotation, subject to the approval of Members.

In terms of Section 161 of the Act, Mr. Sunil Duggal (DIN: 07291685) holds office upto the date of this AGM and is eligible for appointment as a Director.

The Company has received a notice under Section 160 of the Act from him proposing his candidature as a Director of the Company. The Company has received requisite consent and declarations from Mr. Sunil Duggal including confirmation that he meets the criteria of independence as prescribed under Section 149(6), Schedule IV and relevant rules of the Act and Regulation 16(1)(b) & 25 of Listing Regulations. He is neither disqualified from being appointed as Director in terms of the provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

Considering his tremendous experience in the industry and appropriate skills, experience, expertise, and knowledge that he possesses, it is strongly believed that with his appointment on Board as an Non-Executive Independent Director, the Company would be immensely benefitted to enhance corporate credibility and governance standards by dispensing guidance and mentorship on Strategic decision-making and to keep up transparency and accountability. In the opinion of the Board, he fulfills the conditions specified in the said Act and SEBI Listing Regulations and is independent from the Management. Further, the role and capabilities required in the case of an independent director along with defined list of core skills/expertise/ competencies etc., in the context of its business and sector for it to function effectively have also been well defined. The NRC of the Board has evaluated the profile of Mr. Duggal and concluded that he possesses the relevant skill and capabilities to discharge the role of Non-Executive Independent Director. Therefore, it is proposed that Mr. Sunil Duggal be appointed as an Independent Director of the Company for a term of 5 (five) consecutive years i.e. from May 23, 2024, to May 22, 2029, and he shall not be liable to retire by rotation.

A brief profile of Mr. Sunil Duggal along with the format of Letter of Appointment of Non-Executive Independent Director setting out the terms and conditions is available on the website of the Company i.e. www.singerindia.com. Other requisite details of Mr. Sunil Duggal as required under Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings (SS-2) is provided under **Annexure-1** to this Notice.

Except Mr. Sunil Duggal, none of the Directors, Promoters and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of this Notice.

The Board recommends the resolution as set out in Item No. 3 of this Notice for approval by the Members as a Special Resolution in accordance with Regulation 25(2A) of the Listing Regulations.

BY ORDER OF THE BOARD OF DIRECTORS

For SINGER INDIA LIMITED

Sd/-

Rupinder Kaur

Company Secretary

Dated:23.05.2024

Place: New Delhi

Annexure 1

Details of the Directors pursuant to the provisions of Regulation 36 of Listing Regulations and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, as applicable.

Name of Directors	Mr. Hetal Madhukant Gandhi	Mr. Sunil Duggal
DIN	00106895	07291685
Date of Birth	29.07.1965	14.07.1962
Age	59 years	62 years
Qualification	Chartered Accountant (CA)	Electrical Engineering from Thapar Institute of Engineering & Technology, Patiala. He is an Alumnus of IMD, Lausanne Switzerland and IIM Calcutta.
Terms and Conditions of appointment/ re-appointment along with remuneration details	Director liable to retire by rotation	As set out in the resolution of Item No. 3 and its explanatory.
Remuneration sought to be paid	Nil	As set out in the resolution of Item No. 3 and its explanatory.
Remuneration last drawn	Nil	Nil
Date of Original Appointment on the Board	August 24, 2022	Mr. Sunil Duggal is appointed as an Additional Director (Independent Director) by the Board of the Company w.e.f. May 23, 2024.
Experience & Brief Resume	He co-founded the India Advisory firm for Tano Capital. Tano is a mid-market Private Equity Fund manager that has, over the last 15 years, facilitated investments in high growth companies in their early stages. He has been on the Board of various companies, both listed and private, actively contributing to their strategy, organization, building and execution, and helped them scale up significantly. Prior to co-founding Tano India Advisors Pvt. Ltd, Mr. Gandhi was the CEO for a large financial services Institution.	Mr. Sunil Duggal brings to the table a wealth of experience, spanning over 37 years, in steering high-performance teams, with more than two decades spent in leadership roles. Currently serving as the Global Advisor Metal & Mining, Dupont Sustainable Solution since April 2024, Independent Director Board Member, Godawari Power and Ispat since March 2024 and holding the position of Chairman - Strategy & Policy of Vedanta Limited since August 2023. He previously held the position of Whole Time Director & CEO of Vedanta Limited from April 2020 to July 2023. Prior to his tenure at Vedanta Limited, he held notable positions at Hindustan Zinc Limited (HZL) and Ambuja Cement.
Expertise in Specific Functional Areas	He is expert in the Strategic planning, Leadership attributes, Risk management, Business development, Stakeholder engagement.	He is expert in decision making ability, Independence & Objectivity and Accountancy & Audit.
Directorships held in other companies (excluding foreign companies) along with listed entities from which the person has resigned in the past three years.	8 (Eight)	1(One)
Number of Meetings of the Board attended during the financial year ended March 31, 2024	7 (Seven)	Nil
Committee position held in listed companies	5(Five)	Nil
No. of shares held in the Company as on March 31, 2024:	Nil	Nil
(a) Own	-	-
(b) For other persons on a beneficial basis	-	-
Relationship with other Directors, Manager and other Key Managerial Personnel (KMP)	Mr. Hetal Madhukant Gandhi is not related to any Directors, Manager, and other Key Managerial Personnel (KMP) of the Company.	Mr. Sunil Duggal is not related to any Directors, Manager, and other Key Managerial Personnel (KMP) of the Company.