



SINGER INDIA LIMITED

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(CIN: L52109DL1977PLC025405)

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice of Postal Ballot is hereby given to the members of the Company pursuant to Section 108 and 110 of the Companies Act, 2013, (the "Act"), Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), read the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Government of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and relevant circulars thereof, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), including any statutory amendment(s), modification(s), variation(s) or reenactment (s) thereof, for the time being in force, and pursuant to such other applicable laws and regulations, the resolution appended herein below are proposed to be passed as Special Resolutions by the members of the Company through postal ballot only by voting through electronic means.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 SEBI Listing Regulations, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The Postal Ballot Notice is being sent in electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date Friday, November 07, 2025. Members are requested to read the instructions in the Notes to this Postal Ballot Notice so as to cast their votes electronically. 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 to avail the facility of e-voting. The e-voting will commence on Thursday, November 13, 2025, from 9:00 a.m. (IST) and will end on Friday, December 12, 2025, to 5:00 p.m. (IST).

In compliance with the requirements of the MCA Circulars, physical copy of Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and they are required to communicate their assent or dissent through the e-voting system only.

The Explanatory Statement pursuant to Section 102(1) of the Act pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Notice will also be placed on the website of the Company www.singerindia.com.

In compliance with Rule 22(5) of the Rules, the Board of Directors has appointed M/s. Varuna Mittal & Associates, a Company Secretary in practice and a peer-reviewed firm, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with MCS Share Transfer Agents Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the 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 not later than 5:00 p.m. (IST) Friday, December 12, 2025. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced not later than 2 working days from the conclusion of the e-voting i.e. by Friday, December 12, 2025 and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. www.singerindia.com and will be communicated to the Stock Exchanges where the Company's shares are listed. The results will also be posted on the website of BSE Limited (www.bseindia.com) and website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com.

You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting facility only.

PROPOSED RESOLUTION(S):

- 1. APPROVAL FOR THE ISSUANCE OF UPTO 5,65,397 EQUITY SHARES TO ENTITY BELONGING TO THE "NON-PROMOTER" CATEGORY ON PREFERENTIAL BASIS.**

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended (hereinafter referred to as the **"Companies Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or amendment, re-enactment thereof for the time being in force), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**"SEBI"**), as amended including the SEBI (Issue of Capital

and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, Reserve Bank of India ("RBI") and / or any other competent authorities, enabling provisions in Memorandum and Articles of Association of Singer India Limited (the "Company"), provisions of the uniform listing agreement entered into by the Company with BSE Limited, where the shares of the Company are listed ("Stock Exchange"), and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis up to 5,65,397 Equity shares of face value of Rs. 2/- each ("Equity Shares") for cash, at an issue price of Rs. 79.59/- per equity share (including a premium of Rs. 77.59/- per Equity Share), determined in accordance with the provisions of Regulation 164 or any other provisions of Chapter V of SEBI ICDR Regulations for an aggregate amount of up to Rs. 4,49,99,947.23/-, on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned entity belonging to the "Non-Promoter" category ("Proposed Allottee") in the manner as set out below ("Preferential Issue"):

#	Name of the Proposed Allottee	Category (Promoter / Promoter Group/ Non-Promoter)	No. of Equity Shares to be allotted (up to)
1	M/s VSM Group Aktiebolag	Non-Promoter	5,65,397
Total			5,65,397

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **Wednesday, November 12, 2025**, being the working day, 30 days prior to the date on which the special resolution will be passed by the members of the Company, i.e. Friday, December 12, 2025.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

- The Equity shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend voting powers, and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to BSE, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- The Equity Shares to be allotted shall be subject to locked in for such period as specified in the provisions of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.

- (f) The Equity Shares to be issued and allotted to the Proposed Allottee pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- (g) The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- (h) The Proposed Allottee shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
- (i) The Equity Shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration.
- (j) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.
- (k) The monies received by the Company from the Proposed Allottee for subscription to the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate bank account opened/ designated by the Company for this purpose and shall be utilized by the Company only in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the Equity Shares and listing thereof with the Stock Exchange, the Board, and the company secretary of the Company be and is hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation, circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Companies Act, to make application to Stock Exchange for obtaining of in-principle approval and any other statutory or regulatory approvals (if any), listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of proceeds of the Preferential Issue, execution of all deeds and documents instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations as may be required without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein to Mr. Rakesh Khanna, Vice Chairman and Managing Director and Ms. Rupinder Kaur, Company Secretary and Compliance officer, be and are hereby severally to take all such actions to give effect to the aforesaid resolution including making necessary filings with the Stock Exchange for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI Listing Regulations.

RESOLVED FURTHER Mr. Rakesh Khanna, Vice Chairman and Managing Director and Ms. Rupinder Kaur, Company Secretary and Compliance officer, be and are hereby severally authorized to certify the true copy of the aforesaid resolution and forward the same to the Stock Exchange and/or other concerned authorities for their record and necessary action."

By the order of Board of Directors

Singer India Limited

Sd/-

Rupinder Kaur

Company Secretary and Compliance Officer

Place: New Delhi

Date:12.11.2025

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ('Act') and Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration. The approval of the Members of the Company is being sought through the e-voting facility only.
2. In compliance with the MCA Circulars, this postal ballot notice is being sent by e-mail to all the Members, whose names appear on the register of Members/list of beneficial owners as received from National Securities Depository Ltd ("NSDL") and Central Depository Services (India) Ltd ("CDSL") as on Friday, November 07, 2025 (the "Cut-Off Date") and who have registered their e-mail addresses 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 ShareTransfer Agent, M/s MCS Share Transfer Agents Limited ("RTA") and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given under point 16.
3. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this postal ballot. Members are requested to provide their assent or dissent through e-Voting only. The Company has engaged the services of NSDL to provide e-Voting facility to its members.
4. A copy of the Postal Ballot Notice is available on the website of the Company at www.singerindia.com, website of the stock exchange i.e. BSE Limited at www.bseindia.com and on the website of our e-Voting agency i.e. National Securities Depository Limited ('NSDL') e-voting website at www.evoting.nsdl.com.
5. All material document(s) will be available electronically for inspection by the Members from the date of circulation of this Notice up to the conclusion of the e-voting period i.e. Friday, December 12, 2025. Members seeking to inspect such documents may send a request to secretarial@singerindia.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.
6. The Members are requested to read the instructions carefully and complete the e-voting. The voting through electronic means will commence from Thursday, November 13, 2025, from 9:00 a.m. (IST) and will end on Friday, December 12, 2025, to 5:00 p.m. (IST). A Member cannot exercise his vote by proxy on postal ballot. The e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
7. Members are requested to cast their vote through the e-voting process not later than 5:00 p.m. IST on Friday, December 12, 2025, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on

- the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
8. The Board of Directors of the Company, at its meeting held on Wednesday, November 12, 2025, has appointed M/s. Varuna Mittal & Associates, a Company Secretary in practice and a peer-reviewed firm, as the Scrutinizer (hereinafter referred as the "Scrutinizer"), for conducting the Postal Ballot and e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder. After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any other authorized officer of the Company. The results of the e-voting conducted through postal ballot will be announced by the Chairperson or any other person authorised by the Chairperson in writing for this purpose within two working days from the date of conclusion of e-voting period. The Scrutinizer's decision on the validity of the e-voting shall be final and binding. The results declared along with the Scrutinizer's Report would be displayed at the Registered Office of the Company as well as communicated to BSE Limited ("BSE") where the shares of the Company are presently listed. Additionally, the results will also be displayed on the Company's website viz. www.singerindia.com.
 9. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, November 07, 2025. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.
 10. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on Postal Ballot.
 11. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. Friday, December 12, 2025, in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.
 12. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.singerindia.com.
 13. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.singerindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the

same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the noticeboard at the Registered Office of the Company.

14. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Friday, December 12, 2025, i.e. the last date specified for receipt of votes through the e-voting process.

15. SEBI vide its Circular dated November 03, 2021, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned Folios and the Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after April 1, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof. In terms of the aforesaid SEBI Circular, effective from January 01, 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/ documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. 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. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4.

Relevant details and forms prescribed by SEBI in this regard is available on the website of the Company at www.singerindia.com, 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) **MCS SHARE TRANSFER AGENT LIMITED, 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, New Delhi – 110020, Phone: 011 – 41406149 – 51 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), **179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase – 1, 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

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

Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

16. The details of the process and manner for e-Voting are explained herein below: Process to 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period. 2. 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 e-Voting period.

	3. 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 4. 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 e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	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. 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 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. 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. 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
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 e-Voting period.

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.com 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. 1800-21-09911.

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 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 vmcorporatelifings@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 Ms. Palkavi Mhatre 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 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 shareholder 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.

By the order of Board of Directors

Singer India Limited

Sd/-

Rupinder Kaur

Company Secretary and Compliance Officer

Place: New Delhi

Date: 12.11.2025

Explanatory Statements under Section 102 of the Companies Act, 2013:

Item No. 1:

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 ("**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, or any other applicable rules made thereunder, to issue and allot, on a preferential basis:

Up to 5,65,397 equity shares of the Company having a face value of Rs. 2/- each ("**Equity Shares**"), for Cash, for an aggregate amount of up to Rs. 4,49,99,947.23/-, at an issue price of Rs. 79.59/- per Equity Share (including a premium of Rs. 77.59/- per Equity Share) to certain entity belonging to the "Non-Promoter" category (hereinafter referred to as the "**Preferential Issue**").

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements Regulations, 2018 ("**SEBI ICDR Regulations**"), and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors of the Company ("**Board**") in their meeting held on Wednesday, November 12, 2025.

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Preferential Issue

The Company is engaged in the manufacturing of inter alia Sewing Machines. Out of the proceeds, as would be received from the proposed Preferential Issue, it is proposed to expand the manufacturing facilities of the same, which would also include designing and development of Tools and Equipment for sewing machine.

Accordingly, the proceeds of the aforementioned Preferential Issue of Equity Shares will be utilized by the management in the following manner:

#	Description of Object	Amount (in Rs. Lakh)	Tentative utilisation time*
1	Meeting the fund requirements for expansion of the manufacturing facility including designing and development of tools and equipment for Sewing Machines.	437.99	By March 31, 2028
2	Issue Expense	12.00	By March 31, 2026
Total		449.99	

Note : The Issue expenses are management estimation which may vary by +/- 10%.

**The issue proceeds to be received by the Company on the Preferential Issue of Equity Shares would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds.*

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds for the purposes described above, our Company intends to keep as deposits/ investments with banks or government securities, under applicable laws.

II. Monitoring of Utilization of Funds

Given that the issue size does not exceeds Rs.100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A

of the SEBI ICDR Regulations, the Company shall not be required to appoint a credit rating agency registered with the Securities and Exchange Board of India ("SEBI") as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on Wednesday, November 12, 2025, had subject to approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 5,65,397 Equity Shares having face value of Rs. 2/- each of the Company to certain persons presently belonging to "Non-Promoter" category, at an issue price of Rs. 79.59/- each, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity Shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity Shares.

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the promoters or promoter group or directors or key managerial personnel or senior management of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the proposed Preferential Issue.

V. The Shareholding Pattern of the issuer before and after the Preferential Issue.

The shareholding pattern of the Company before and after the proposed preferential issue to 'Non-Promoter' is likely to be as follows:

Category	Pre-Issue Shareholding Structure ¹		Equity Shares to be allotted	Post issue Shareholding Structure ²	
	No. of Shares	% age		No. of Shares	% age*
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(1)	-	-	-	-	-
(2) Foreign Promoters					
Bodies Corporate	1,89,67,940	30.76	-	1,89,67,940	30.48
Sub Total (A)(2)	1,89,67,940	30.76	-	1,89,67,940	30.48
Total Promoter shareholding A=A1 +A2	1,89,67,940	30.76	-	1,89,67,940	30.48
(B) Public Shareholding					
B1) Institutional Investors					
Indian	-	-	-	-	-
Foreign	-	-	-	-	-
B2) Central Govt./Stat Govt./POI	4,70,230	0.76	-	4,70,230	0.76
B3) Non-Institutional Investors				-	
Individuals	2,93,86,671	47.66	-	2,93,86,671	47.23
Body Corporate	90,91,943	14.75	5,65,397	96,57,340	15.52
Others (Including NRI)	32,76,255	5.31	-	32,76,255	5.27
Directors and their relatives (excluding independent directors and nominee directors)	4,62,500	0.75	-	4,62,500	0.74
Total Public Shareholding B=B1+B2+B3	4,26,87,599	69.24	5,65,397	4,32,52,996	69.52
C) Non-Promoter - Non-Public	-	-	-	-	-

Grand Total (A+B+C)	6,16,55,539	100.00	5,65,397	6,22,20,936	100.00
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(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs.12,44,41,872/- divided into 6,22,20,936 Equity Shares of face value of Rs. 2/- (Rupees Two Only) each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, November 07, 2025.
2. Post shareholding structure may change depending upon any other corporate action in between.

VI. Proposed time limit within which the allotment shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

VII. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Not Applicable, since the Company has not made any allotment on preferential basis during the year.

VIII. Class or classes of the proposed allottee(s):

The Preferential Issue, if approved, is proposed to be made to the Proposed Allottee, i.e., M/s VSM Group Aktiebolag, a company incorporated under the laws of Sweden. The Proposed Allottee is not a member of promoter/promoter group of the Company as on the date of this Notice and will not be classified as a member of promoter/promoter group of the Company pursuant to such Preferential Issue.

IX. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	M/s VSM Group Aktiebolag	Non-Promoter	Jessica Tatum

X. The percentage of post preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

S. No.	Name of the Proposed Allottee	Pre-Issue Shareholding Structure ¹		Equity Shares to be allotted	Post Issue Shareholding Structure ²	
		No. of Shares	% age		No. of Shares	% age*
1.	M/s VSM Group Aktiebolag	Nil	Nil	5,65,397	5,65,397	0.91%

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 12,44,41,872/- divided into 6,22,20,936 Equity Shares of face value of Rs. 2/ (Rupees Two Only) each.

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. Friday, November 07, 2025.
2. Post shareholding structure may change depending upon any other corporate action in between.

XI. Consequential changes in the voting rights, change in control, and change in the management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed Preferential Issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XII. Lock-in Period:

- (a) Equity Shares to be allotted shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XIII. Basis or justification for the issue price and relevant date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of Equity Shares has been reckoned as Wednesday, November 12, 2025, being the working day, 30 days prior to the date on which the approval of the Members of the Company is received, i.e., Friday, December 12, 2025.

The Equity shares of the Company are listed on BSE Limited ("BSE") (the "Stock Exchange") only and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, BSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

The minimum issue price per Equity Share shall be the higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued computed to Rs. 79.59/- each, being higher of following:
 - a) Rs. 79.59/- each - being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or
 - b) Rs. 75.76/- each - being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – **Not applicable** as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.

The Board of the Company has decided to issue Equity Share at Rs. 79.59/- each, which is higher than the above-mentioned prices.

XIV. Undertakings:

The Company hereby undertakes that:

- The Company is eligible to make Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- None of the Company, its directors or promoters are categorized as a willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India ("RBI"). Consequently, the disclosures required under Regulation 163(1)(i) is not applicable.

- None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed on a recognized stock exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations is not applicable.
- The Proposed Allottee has not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any circulars and notifications issued by the SEBI thereunder.

XV. Disclosures specified in Schedule VI of ICDR Regulations, whether the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI.

XVI. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	M/s VSM Group Aktiebolag	Non Promoter	Non Promoter

XVII. Practicing Company Secretary's Certificate:

The certificate from M/s Suman Goyal & Associates, *Practicing Company Secretaries*, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website viz <https://singerindia.com/investors/certificates/>.

XVIII. Listing:

The Company will make an application to the Stock Exchange for listing of the Equity Shares issued pursuant to the Preferential Issue. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, including *inter alia* dividend and voting rights.

XIX. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed Preferential Issue is being made only for consideration in cash.

XX. Details of the directors, key managerial persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the directors, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item no. 1 of this Notice:

Pursuant to Section 62(1)(c) of the Companies Act, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act only after the approval of its shareholders by way of a special resolution has been obtained.

Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the SEBI or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The Board of Directors of the Company believes that the Proposed Issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolutions as set out in Item No. 1 in the accompanying notice for your approval.

The Board recommends the resolution as set out at Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

By the order of Board of Directors

Singer India Limited

Sd/-

Rupinder Kaur

Company Secretary and Compliance Officer

Place: New Delhi

Date: 12.11.2025

