



SHREYANS INDUSTRIES LIMITED

CIN: L17115PB1979PLC003994

Regd. Office: Village Bholapur, P.O. Sahabana, Chandigarh Road, Ludhiana -141123, Punjab
Telephone: +91-98761-00948 Email: cs@shreyansgroup.com Website: www.shreyansgroup.com

NOTICE OF POSTAL BALLOT (Pursuant to Section 108 and 110 of the Companies Act 2013 and Rules made there under)

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 ('the Act') and the Companies (Management and Administration) Rules, 2014 read with circulars issued by the Ministry of Corporate Affairs ('MCA') no. 14/2020 dated 8th April 2020, no. 17/2020 dated 13th April 2020, no. 22/2020 dated 15th June 2020, no. 33/2020 dated 28th September 2020, no. 39/2020 dated 31st December 2020, no. 10/2021 dated 23rd June 2021, no. 20/2021 dated 8th December 2021, no. 3/2022 dated 5th May 2022, no. 11/2022 dated 28th December 2022 and no. 09/2023 dated 25th September 2023 (collectively referred to as 'MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and other applicable provisions of the acts, rules, regulations, circulars and notifications (including any statutory modifications or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolution appended below is proposed for approval of the members of Shreyans Industries Limited (the 'Company') through postal ballot by remote e-voting process ('e-voting').

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

SPECIAL BUSINESS:

1. APPOINTMENT OF MRS. SHALINI GUPTA (DIN 07176781) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and based on the recommendations of Nomination and Remuneration Committee, Mrs. Shalini Gupta (DIN 07176781), who was appointed by the Board as an Additional Director (Non-Executive Independent) with effect from 5th August 2024, be and is hereby appointed as an Non-Executive Independent Director of the Company for the first term of five consecutive years from 5th August, 2024 to 4th August, 2029, not being liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including its committee thereof) be and is hereby authorized to do all such act, deeds, and things and to execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**By order of the Board
For Shreyans Industries Limited**

**Date: 5th August 2024
Place: Ludhiana**

**Parminder Singh
Company Secretary
ACS 43115**

NOTES:

1. The Explanatory Statement Section 102 read with Section 110 of the Act along with details in terms of Regulation 36(3) of the SEBI Listing Regulations, stating all material facts and the rationale for the proposed resolutions is annexed herewith and forms part of the Postal Ballot notice ("Notice").
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent via electronic mode only, to those Members whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company and as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') as on Friday, 30th August 2024 ('Cut-off Date'), and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA) and the Depositories/Depository Participants. Members who have not registered their email address are requested to register the same.
3. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at cs@shreyansgroup.com along with the copy of the signed request letter in Form ISR -1 mentioning the name and address of the member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register /update their email addresses with the relevant Depository Participants. In case of any queries /difficulties in registering the e-mail address, Members may write to cs@shreyansgroup.com.
4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only.
5. A copy of the Notice is available on the website of the Company at (www.shreyansgroup.com), website of the stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at (www.bseindia.com) and www.nseindia.com, respectively and on the website of the e-voting agency i.e. Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.
6. The Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, 30th August 2024, the Cut-off Date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
7. In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide e-voting facility to all its Members to exercise their right to vote on the proposed resolution, through remote e-voting system. For this purpose, the Company has engaged the services of CDSL, as the authorized agency to enable Members to cast their votes electronically.
8. The remote e-voting period begins on Monday, 9th September 2024 at 9:00 am and ends on Tuesday, 8th October 2024 at 5:00 pm. The remote e-voting module will be disabled by CDSL for voting thereafter.
9. Members are requested to cast their vote through remote e-voting process not later than 5:00 pm on Tuesday, 8th October 2024, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the vote on the resolution is cast by the member, he / she shall not be allowed to subsequently change it.

10. The Company has appointed Mr. P.S. Bathla, Proprietor of M/s. P.S Bathla & Associates, Practising Company Secretaries, Ludhiana, as Scrutinizer for postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer on completing the scrutiny of voting through the remote e-voting process will submit his report to the Chairman or any other person duly authorized by him, and the result of the remote e-voting by Postal Ballot will be announced within 2 working days from the conclusion of the remote e-voting i.e., on or before 10th October 2024.
11. The results declared along with the scrutinizer's report will be uploaded on the website of the Company, www.shreyansgroup.com in the 'Investors' section and on the website of CDSL. The results will also be disclosed on the website of the Stock Exchanges.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Tuesday, 8th October 2024, i.e., the last date specified for receipt of votes through the remote e-voting process.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i) The voting period begins on Monday, 9th September 2024 (9.00 A.M.) and ends on Tuesday, 8th October, 2024 (05.00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- iii) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and select New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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. 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 icon & 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal

	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote 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. CDSL and NSDL

Login type	Helpdesk details
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. 1800225533.
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 toll free no.: 18001020990 and 1800224430

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the **EVSN 240830053** for **<Shreyans Industries Limited>** on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@shreyansgroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders: please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders: please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai -400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33 .



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

ITEM NO. 1

On the recommendations of the Nomination and Remuneration Committee, the Board of Directors have appointed Mrs. Shalini Gupta (DIN: 07176781) as an Additional Director (Non-Executive Independent) of the Company w.e.f. 5th August 2024. The appointment was subject to the approval of the members by way of a special resolution.

In compliance with the provisions of Regulation 17(1C) of the SEBI Listing Regulations, the appointment of Mrs. Shalini Gupta is required to be approved by the members within three months from the date of appointment or by the next Annual General Meeting ('AGM') of the Company whichever is earlier.

Mrs. Shalini Gupta is a Chartered Accountant by profession and has over 23 years of experience in working closely with different Government organizations, Banking and Financial Institutions, Income Tax and GST Department, conducting audit of various nationalized banks, PSU/CAG, internal/statutory audits of joint stock companies, partnership & sole proprietary firms, charitable trusts & societies, govt. & semi govt. departments. She is also holding position of Vice Chairperson of Northern India Regional Council of ICAI.

Mrs. Shalini Gupta has consented to act as an Independent Director of the Company and has confirmed that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1) of the SEBI Listing Regulations and she is not disqualified from being appointed as Director in terms of Section 164 of the Act. She does not hold any equity shares of the Company. The Company has received a notice in writing pursuant to Section 160 of the Act, from a Member proposing the candidature of Mrs. Shalini Gupta for the office of Independent Director of the Company.

Mrs. Shalini Gupta would be entitled to sitting fees for attending meetings of the Board/ Committees, as approved by the Board of Directors in accordance with Nomination and Remuneration Policy of the Company.

Details as required under Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of the applicable laws are provided in Annexure 1 to the explanatory statement.

Considering the qualifications, positive attributes, expertise and independence, the Board of Directors, considers that her association would be of immense benefit to the Company. The Board recommends the Special Resolution set forth at Item No. 1 of the Notice for the approval of the members.

NOTICE OF INTEREST:

Except Mrs. Shalini Gupta, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**By order of the Board
For Shreyans Industries Limited**

**Date: 5th August 2024
Place: Ludhiana**

**Parminder Singh
Company Secretary
ACS 43115**

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Shalini Gupta
DIN	07176781
Age (in years)	44 years
Nationality	Indian
Date of Appointment on the Board	5 th August 2024
Qualifications	Chartered Accountant, Bachelor of Commerce, Certified Concurrent Auditor, Certified Forensic Accounting & Fraud Detector, Certified Registered Valuer, Certificate course on GST and Information System Audit (ISA) Qualified.
Expertise in specific functional areas	Expert in Conducting audit of various nationalized banks (Statutory Audits, Concurrent Audits, Stock Audits, Forensic Audits, Revenue Audits, Credit Audits, Information System Audits, Due Diligence etc.), internal/statutory audits of joint stock companies, partnership & sole proprietary firms, charitable trusts & societies, govt. & semi govt. departments. Expert in the field of Taxation, Finance & Accounting, Forensic accounting & giving lectures & seminars on RERA, Compliances, Economic Scenario, Commerce, Trade, Finance, Entrepreneurship, MSMEs, Auditing, Motivation, and other topics of general interest.
Remuneration last drawn (including sitting fees)	Not applicable
Remuneration sought to be paid	Sitting Fee for attending meetings of Board and various Committees.
Terms and conditions of appointment	Independent Director, not liable to retire by rotation.
Number of board meetings attended during FY 2023-24	Not applicable
Directorship of other public limited companies	Nil
Memberships of Committees of other public limited companies (mandatory committees only)	Nil
Listed entities from which the person has resigned in the past three years	Nil
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel	Not related to any other Director, Manager and Key Managerial Personnel.
No. of Shares held in the Company	Nil