

## **NOTICE**

**SAMTEL INDIA LIMITED (CIN: L31909RJ1981PLC012073)**

### **NOTICE OF MEETING**

NOTICE is hereby given that the 40<sup>th</sup> Annual General Meeting of Samtel India Limited will be held at Village Naya Nohra, Tehsil Ladpura, Kota Baran Road, District Kota (Rajasthan) on Friday, the 30<sup>th</sup> day of September 2022 at 9:30 AM to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution

**“RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mrs. Alka Kaura (DIN 00687365) who retires by rotation and being eligible offers herself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the Articles of Association of the Company and in accordance with the provisions of Section 152 and other applicable provisions of Companies Act, 2013 Mrs. Alka Kaura (DIN 00687365), who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

3. To appoint Statutory Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. R. Sharma & Associates., Chartered Accountants (Registration No. 003683N) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a further period of 5 years i.e. from the conclusion of the this Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting (Financial Year 2022-23 to 2026-27) at such remuneration which includes taxes, out-of-pocket & travelling expenses etc. as may be mutually agreed between the Board of Directors and the Auditors.”

### **SPECIAL BUSINESS**

4. **Shifting of Registered Office of the Company from the State of Rajasthan to the State of Delhi**

**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 Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to the approval of the Regional Director, North Western Region Directorate, Ministry of Corporate Affairs, Government of India and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of Rajasthan and that Clause II of the Memorandum of Association of the Company be substituted with the following clause: II.

The Registered Office of the Company will be situated in the State of Delhi

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By Order of the Board of Directors

Sd/-

**Satish K Kaura**  
**Chairman & Managing Director**

Place: New Delhi

Date: 12th August, 2022

**Registered Office:**

Village Naya Nohra, Tehsil Ladpura,  
Kota Baran Road, Kota (Rajasthan)

**Administrative / Corporate Office:**

1212, 12<sup>th</sup> Floor, 43, Chiranjiv Tower,  
Nehru Place, New Delhi – 110019.

Email: [samtel.india@gmail.com](mailto:samtel.india@gmail.com)

**NOTES:**

1. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and as required under SEBI

(Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the special businesses is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM DULY STAMPED AND EXECUTED IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERD OFFICE/CORPORATE OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING (AGM). A PROXY FORM IS ENCLOSED.
3. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies(Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (Ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
4. In terms of the provisions of Section 113 of the Companies Act, 2013, Institutional/Corporate Shareholders (i.e other than individuals, HUF and NRI etc.) are entitled to appoint their authorized representatives to attend and vote on their behalf at the meeting.
5. Pursuant to Regulation 36 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, brief profile and other details of Mrs. Alka Kaura, Director, proposed to be re-appointed is provided in the Annexure A to this Notice.
6. M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683),has been acting as the Statutory Auditors of the Company since the conclusion the 35th Annual General Meeting (AGM) held on 27th September 2017. They were appointed for a period of five consecutive years commencing from the conclusion of the 35th Annual General Meeting till the conclusion 40<sup>th</sup> Annual General Meeting. On the recommendations of the Audit Committee, the Board considered and approved, subject to approval of members, the re-appointment of M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683), as Statutory Auditor of the company for further 5 years form the conclusion of the ensuing 40<sup>th</sup> Annual General Meeting till the conclusion of 45<sup>th</sup> Annual General Meeting i.e. for Financial Year 2022-23 to Financial Year 2026-27. M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683), has consented to act as the Statutory Auditors of the Company for a further term of 5 years, subject to the approval of the members at the ensuing Annual general Meeting scheduled to be held on 30<sup>th</sup> September, 2022. M/s. R. Sharma & Associates, Chartered Accountants, New Delhi (Regd. No. 003683), has also confirmed that they are not disqualified to be re-appointed as the Statutory Auditors of the Company.

7. Register of Directors and Key Managerial Personnel and their shareholding in the Company maintained under section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection at the Registered office of the company during the business hours on all working days up to the date of Annual General Meeting and will remain open for inspection during the Annual General Meeting also.
8. In compliance with MCA General Circular 20/2020 dated 5th May, 2020 and SEBI Circular dated May 12,2020 Notice of the 40<sup>th</sup> AGM along with the Annual Report FY 2021-22 is being send only through electronic mode to those members whose email addresses are registered with the company/Depositories. Members may note that the notice and Annual Report 2021-22 will also be available on the company's website at [www.samtel-india.com](http://www.samtel-india.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Members of the Company holding Shares either in physical form or in Dematerialised forms as on 27th August, 2022 will be sent Annual Report for the financial year 2021-22 through electronic mode.

To comply with the provisions of section 88 of the companies (Management and Administration) Rules 2014, the company is required to update its database by incorporating members, designated Email ID in its records. Accordingly, members are requested to submit their e-mail ID vide the email updation form available on the website of the company, having web link. The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The email ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the company.

9. Shareholders desiring any information regarding to Financial Statements are requested to write to the Companies Administrative / Registered office at an early date so as to enable the management to keep the information ready.
10. Members, Proxies and Authorised Representatives are requested to bring duly filled Attendance Slips and their copies of the report will not be distributed at the meeting. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID details for identification.
11. All correspondence relating to transmission of shares, subdivision of shares, issue of duplicate share certificates, change of address, dematerialization of shares etc. will be attended to and processed at the office of the RTA i.e MCS Share Transfer Agents Limited, MCS Share Transfer Agents Limited, F-65, First Floor, Okhla Industrial Area, Phase I, New Delhi 110020. (Email :[admin@mcsregistrars.com](mailto:admin@mcsregistrars.com)).
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in dematerialized form are, therefore requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the company/RTA.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f April 1, 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for

ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form earliest.

14. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at a meeting of the Company, would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice of (3) days in writing is given to the Company.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members are requested to quote their Ledger Folio Number/Client ID Number in all their future correspondences, and also;
  - Non-Resident Indian members are requested to inform M/s MCS Share Transfer Agents Limited immediately of: a. Change in their residential status on return to India for permanent settlement; and
  - Particulars of their bank account maintained in India with complete name, branch, account type, account no. and address of the bank with PIN Code No., if not furnished earlier.
  - Members are requested to register / update their bank details with their Depository Participants as well as the Company to enable expeditious credit of the dividend to their bank accounts electronically.
17. Members desiring any information with regard to Accounts/Reports are requested to write to the Company at least ten days before the Annual General Meeting, so as to enable the Management to keep the information ready at the meeting.
18. To support the green initiatives taken by Ministry of Corporate Affairs, Members are requested to register their e-mail Address with Depository Participant only and not to the Company or its Registrar and Transfer Agent. Any such changes effected by the Depository Participant will automatically reflect in the Company's subsequent records.
19. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
20. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
21. The members whose names appear in the register of members/ list of beneficial owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) on 23rd September 2022 be entitled to vote by ballot paper attending Annual General Meeting in person(s) on

the resolutions set for in this notice and the person who are not member as on cut off date should treat this notice for information purpose only.

22. A person who becomes a member of the company after dispatch of the Notice of the meeting and holding shares as on the cut off date i.e 23rd September 2022 may obtain the user ID and Password from the Company's registrar and Transfer Agent..
23. **The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, the 24<sup>th</sup> day of Sept. 2022 to Friday, the 30<sup>th</sup> day of Sept. 2022 (both days inclusive).**
24. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

**25. Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

**26. Unclaimed Dividends:**

**(a) Transfer to General Revenue Account:**

Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/ unpaid dividends up to the financial year ended 31st March, 1996 have been transferred to the General Revenue Account of the Central Government. Members who have not yet encashed their dividend warrants for the said period are requested to forward their claims in Form No. II prescribed under the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978 to Office of the Registrar of Companies, NCT of Delhi & Haryana.

**(b) Transfer to the Investor Education and Protection Fund:**

Members are hereby informed that after the amendment of the Companies Act, 1956, w.e.f. 31st October, 1998, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund ("the Fund") established by the Central



Government. In accordance with Section 205C of the Companies Act, 1956, no claim shall lie against the Company or Fund in respect of the amounts transferred to the Fund.

All the unpaid dividends have already been transferred to the IEPF Account. All unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. For details please visit [www.iepf.gov.in](http://www.iepf.gov.in).

**27. Process and manner for Members opting to vote through electronic means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and SEBI (LODR) Regulations, 2015 and as per the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 40<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services Ltd. (CSDL).

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING**

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 <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

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 abovesaid 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"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (v) Login method for Remote 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
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"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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; [rkbhalla@samtelgroup.com](mailto:rkbhalla@samtelgroup.com) (designated email address by company) , 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/DEPOSITORYES.**

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 & joining virtual meetings 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the meeting i.e. Friday, the 30<sup>th</sup> September, 2022.**

**By Order of the Board of Directors**

Sd/-

**SATISH K KAURA**

**Chairman & Managing Director**

Place: New Delhi

Date: 12th August, 2022

**Registered Office:**

Village Naya Nohra, Tehsil Ladpura,

Kota Baran Road, Kota (Rajasthan)

**Administrative / Corporate Office:**

1212, 12<sup>th</sup> Floor, 43, Chiranjiv Tower,

Nehru Place, New Delhi – 110019.

Email: [samtel.india@gmail.com](mailto:samtel.india@gmail.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,**

### **2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice dated August 13, 2021.

### **Item No. 3**

In accordance with the provisions of Section 139 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014, Ms/ R. Sharma & Associates, Chartered Accountants (ICAI Firm Registration Number 003683) was appointed as Statutory Auditors of the Company for a term of 5 (five) consecutive years to hold office from the conclusion of 35<sup>th</sup> AGM till the conclusion of 40<sup>th</sup> AGM. The same was approved by the members of the Company at their 35<sup>th</sup> AGM.. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than two (2) terms of five (5) consecutive years.

The existing statutory auditor is eligible for reappointment for a second term of five years. Based on the recommendations of the Audit & Risk Management Committee, the Board of Directors, at its meeting held on

August 12, 2022, approved the re-appointment of M/s. R Sharma & Associates as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the ensuing AGM i.e. 40<sup>th</sup> AGM until the conclusion of the 45<sup>th</sup> AGM to be held in the year 2027. The re-appointment is subject to approval of the shareholders of the Company.

While considering the re-appointment of M/s. R Sharma & Associates as Statutory Auditor, the Audit & Risk Management Committee and Board of Directors considered various factors such as their industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. The Auditors have given consent to act as the Statutory Auditor of the Company for the second term, and have confirmed that their reappointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

The Board of Directors on the recommendation of the Audit & Risk Management Committee are authorized to finalize the remuneration. In addition to the statutory audit, the Company may also obtain certifications from the Statutory Auditors under various statutory regulations and other permissible non-audit services as required from time to time.

**Item No. 4**

Presently, the Registered Office of the Company is situated in Kota in the State of Rajasthan and the Head Office overseeing the day to day operations of the Company is situated at New Delhi. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on August 13, 2019, August 14, 2020, August 13, 2021 and on August 12, 2022 has recommended to shift the Registered Office of the Company from the State of Rajasthan to State of Delhi. The proposal was also approved by the members of the company at the previous Annual general Meeting. However, the process of shifting could not be carried out due to prevailing pandemic. Even though the approval of the members are still in force, but as a good corporate governance practice and measure of abundant precaution approval of members is being sought once again.

The shifting of Registered Office from the State of Rajasthan to the State of Delhi is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through e-voting for shifting of the Registered Office of the Company from the State of Rajasthan to the State of Delhi and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Head Office of the Company during business hours on all working days (except Saturday and Sunday), up to and including the last date of voting through e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 4 for approval of the members as a Special Resolution.

**Details of Directors seeking appointment/ re-appointment at the AGM**

[Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

<b>Name of Director</b>	<b>Alka Kaura</b>	
Date of Birth	19-12-1950	
Date of Appointment	20-03-2015	
Expertise in specific functional areas	Mrs. Kaura is Professional Woman Director and have considerable experience in the field of General Administration.	
Qualifications	Graduate	
List of companies in which Directorship held as on 31.03.2022	<b>Public Limited:</b> Samtel India Ltd. Samtel Machines & Projects Ltd. Punswat Consultants Ltd. Swaka Consultants Ltd.	<b>Private Limited:</b> Fame Mercantile Pvt. Ltd. Paramount Capfin Lease Pvt. Ltd. Blue Bell Trade Links Pvt. Ltd.
Chairman/Member of Mandatory Committee	<b>Member:</b> Remuneration Committee – Samtel India Ltd. Audit Committee - Samtel India Ltd. Stakeholders Relationship Committee - Samtel India Ltd.	