



**SUGS LLOYD LIMITED**  
**(Formerly) SUGS LLOYD PRIVATE LIMITED)**  
**ISO 9001: 2015 CERTIFIED**  
**Corporate Office: 2<sup>nd</sup> Floor Logix Park,**  
**Plot No A4 and 5 Sector 16, Noida,**  
**Uttar Pradesh, India, 201301**  
**E mail: [compliance@sugslloyds.com](mailto:compliance@sugslloyds.com)**  
**Website: [www.sugslloyds.com](http://www.sugslloyds.com)**

## **NOTICE OF POSTAL BALLOT**

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Sugs Lloyd Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("**E-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.

### **SPECIAL BUSINESS:**

#### **1. TO CHANGE IN DESIGNATION OF MR. KAPIL DEV MARWAH FROM A WHOLE-TIME DIRECTOR TO EXECUTIVE DIRECTOR:**

To consider and if thought fit, approve change in designation of Mr. Kapil Dev Marwah, Whole-Time Director as a Executive Director for the remaining term of his appointment and to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in partial modification of the resolution approved by shareholders at the Extra Ordinary General Meeting held on 11<sup>th</sup> June, 2024 and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of the shareholders be and is hereby accorded to re-designate Mr. Kapil Dev Marwah (DIN: 08739679) as Executive Director of the Company w.e.f. 12<sup>th</sup> November, 2025 till the end of his current term i.e. upto 10<sup>th</sup> June, 2029 and that the other terms and conditions of his appointment including remuneration shall **remain unchanged**.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V to the Act and as agreed by and between the Board and Mr. Kapil Dev Marwah.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mr. Kapil Dev Marwah will be paid minimum

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CIN: L74900DL2009PLC194400

Registered office: Office No-8B, CSC-I, Behind Narwana Appartments, New Delhi, India, 110092



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remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Kapil Dev Marwah within such prescribed limit or ceiling in terms of the Act.

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

**2. TO CHANGE IN DESIGNATION OF MRS. PRITI SHAH FROM A MANAGING DIRECTOR TO WHOLE TIME DIRECTOR:**

To consider and if thought fit, approve change in designation of Mrs. Priti Shah, Managing Director as a Whole Time Director for the remaining term of her appointment and to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in partial modification of the resolution approved by shareholders at the Extra Ordinary General Meeting held on 11<sup>th</sup> June, 2024 and pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of Articles of Association of the Company and other requisite approvals, if any required, approval of shareholders be and is hereby accorded to re-designate Mrs. Priti Shah (DIN: 06553013) as Whole Time Director of the Company w.e.f. 12<sup>th</sup> November, 2025 till the end of her current term i.e. upto 10<sup>th</sup> June, 2029 and that the other terms and conditions of her appointment including remuneration shall remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V to the Act and as agreed by and between the Board and Mrs. Priti Shah.

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, Mrs. Priti Shah will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mrs. Priti Shah within such prescribed limit or ceiling in terms of the Act.

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

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**3. TO APPROVE CHANGE IN DESIGNATION OF MR. SANTOSH KUMAR SHAH (DIN: 02248087) FROM A NON- EXECUTIVE DIRECTOR TO MANAGING DIRECTOR AS WELL AS EXECUTIVE CHAIRMAN OF THE COMPANY**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or reenactment(s) thereof for the time being in force] read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded to change in designation of **Mr. Santosh Kumar Shah (DIN: 02248087)** from Non- Executive Director to Managing Director as well as Executive Chairman of the Company, for a period of 5 (Five) years upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and **Mr. Santosh Kumar Shah (DIN: 02248087).**”

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Schedule V to the Act and as agreed by and between the Board and **Mr. Santosh Kumar Shah.**

**RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Act, wherein any financial year the Company has no profits or inadequate profit, **Mr. Santosh Kumar Shah** will be paid minimum remuneration within the ceiling limit prescribed under Schedule V of the Act or any modification or re-enactment **thereof.**

**RESOLVED FURTHER THAT** in the event of any statutory amendment or modification by the Central Government to Schedule V to the Act, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to **Mr. Santosh Kumar Shah** within such prescribed limit or ceiling in terms of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**RESOLVED FURTHER THAT** any Director of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”



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**4. To appoint Secretarial Auditor of the Company**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other provisions as may be applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time, and as per the recommendation of Audit Committee and approval of the Board of Directors of the Company, consent of the shareholders of the Company be and is hereby accorded for appointment of M/s. Pramod Kothari & Co., Practicing Company Secretaries, (Firm Registration No. S2012UP197900), as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from April 01, 2025 upto March 31, 2030 at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report(s) in accordance with the applicable laws and regulatory requirements at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**By Order of the Board of Directors**

**Sd/-**  
**Nimmy Singh Chauhan**  
**Company Secretary Cum Compliance Officer**  
**Membership Number No.: A65697**

**Date: 17-11-2025**  
**Place: New Delhi**



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**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

**3. Dispatch of Postal Ballot Notice through electronic mode**

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, 14<sup>th</sup> November, 2025, ("cut-off date"). As per the Circulars, physical copies of the 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 remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website [www.sugslloyds.com](http://www.sugslloyds.com), website of the Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.

**4. Registration of e-mail ID**

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register their email ID with the Company or KFin. Requests can be emailed to [compliance@sugslloyds.com](mailto:compliance@sugslloyds.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updations to be done through ISR Forms only.

5. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., 14<sup>th</sup> November, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

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## 6. Instructions for remote e-voting

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

| Commencement of Remote e-voting | End of Remote e-voting        |
|---------------------------------|-------------------------------|
| 19 November 2025(09:00 A.M.)    | 18 December 2025 (05:00 P.M.) |

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on 14<sup>th</sup> November, 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. **Pramod Prasad Kothari a Practising Company Secretary (Membership No.: 7091) (COP No: 11532), Proprietor of Pramod Kothari & Co.**, Company Secretaries is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:
- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
- i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
- ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

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**I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

| Type of Member                                                | Login                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding securities in demat mode with NSDL | <p><b>1.</b> For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 the 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 or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</li> <li>On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</li> <li>After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>Click on company name i.e. ‘<b>Sugs Lloyd Limited</b>’ or ESP i.e. KFin.</li> <li>Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.</li> </ol> <p><b>3. Those not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>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>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>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.</li> <li>Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>Click on company name i.e ‘<b>Sugs Lloyd Limited</b>’ or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> |

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| Type of Member                                                         | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Members holding securities in demat mode with CDSL          | <p><b>1. Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under quick login.</li> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi/ Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. "<b>Sugs Lloyd Limited</b>" or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul> |
| Individual Members login through their demat accounts / website of DPs | <ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against "<b>Sugs Lloyd Limited</b>" or 'KFin'.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

| Login type                | Helpdesk details                                                                                                                                                                                    |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>              |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022-23058542-43</b> |

**II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the "EVEN" i.e., 'Sugs Lloyd Limited' and click on "Submit"
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- In case you do not desire to cast your vote, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on "Submit".
- A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

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**General Guidelines for Members:**

1. Institutional members (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 signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with the subject line "XXX SUGS LLOYD LIMITED XXX Postal Ballot 2025".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.



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**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following statement sets out the material facts relating to Agenda items as set out in this Notice.

**TO CHANGE IN DESIGNATION OF MR. KAPIL DEV MARWAH AS A WHOLE-TIME DIRECTOR TO EXECUTIVE DIRECTOR**

The shareholders in their Extra Ordinary General Meeting held on 11<sup>th</sup> June, 2024, approved the re-appointment of Mr. Kapil Dev Marwah as Whole-Time Director of the Company for a period of five years from 11<sup>th</sup> June, 2024. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act. As part of the long-term strategy, from time to time, the Company undertakes a structured transformation in role and responsibilities of the directors and senior managerial personnel including succession planning and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and approved the redesignation of Mr. Kapil Dev Marwah as 'Executive Director' on same terms and conditions including remuneration for the remaining period of his appointment, i.e. upto 10<sup>th</sup> June, 2029.

The brief profile and other information of Mr. Kapil Dev Marwah is given in this Notice in compliance of SEBI Listing Regulations and SS-2 on General Meeting.

The Board recommends the Special Resolution at Item No. 1 of the Notice for the approval of the Members. Except Mr. Kapil Dev Marwah none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested financially or otherwise in the said resolution.

**TO CHANGE IN DESIGNATION OF MRS. PRITI SHAH AS A MANAGING DIRECTOR TO WHOLE TIME DIRECTOR:**

The shareholders in their Extra Ordinary General Meeting held on 11<sup>th</sup> June, 2024, approved the re-appointment of Mrs. Priti Shah as a Managing Director of the Company for a period of five years from 11<sup>th</sup> June, 2024. The terms and conditions of her reappointment, including remuneration was approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Act.

As a part of long-term strategy and succession planning and based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has considered and approved the re-designation of Mrs. Priti Shah as 'Managing Director' on the same terms and conditions including remuneration for the remaining period of her appointment, i.e. upto 10<sup>th</sup> June, 2029.

The brief profile and other information of Mrs. Priti Shah is given in this Notice in compliance of SEBI Listing Regulations and SS- 2 on General Meeting. The Company has received consent, intimation(s), disclosure(s) as required under the Act, and rules made thereunder from Mrs. Priti Shah for considering her appointment. Mrs. Priti

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Shah satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for appointment

The Board recommends the Special Resolution at Item No. 2 of the Notice for the approval of the Members. Except Mrs. Priti Shah and Mr. Santosh Kumar Shah, none of the other Directors or Key Managerial Personnel or their relatives is, in anyway, concerned or interested financially or otherwise in the said resolution.

**TO APPROVE CHANGE IN DESIGNATION OF MR. SANTOSH KUMAR SHAH (DIN: 02248087) FROM NON-EXECUTIVE DIRECTOR TO MANAGING DIRECTOR AS WELL AS EXECUTIVE CHAIRMAN OF THE COMPANY**

Mr. Santosh Kumar Shah (DIN: 02248087) was appointed as Non-Executive Director by the Board of Directors on October 29, 2024 by shareholders in their Extra Ordinary General Meeting held on October 29, 2024.

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee at its meeting held on November 12, 2025 appointed Mr. Santosh Kumar Shah (DIN: 02248087) as an Executive Director of the Company, subject to approval of the Members of the Company.

The proposed remuneration of Mr. Santosh Kumar Shah is in accordance with the Company's policy and commensurate with industry norms and the scale of operations.

The Board of Directors is of the opinion that the above remuneration being payable to Mr. Santosh Kumar Shah, as Executive Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Executive Director will be beneficial to and in the interest of the Company.

None of the other Directors/Key Managerial Personnel of the Company/their relatives, Except Mrs. Priti Shah and Mr. Santosh Kumar Shah, are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

**TO APPOINT SECRETARIAL AUDITOR OF THE COMPANY**

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a listed entity is required to undertake Secretarial Audit by a peer reviewed Company Secretary or firms with majority of peer-reviewed partners, holding valid certificate of peer review issued by the Institute of Company Secretaries of India ('ICSI') and to appoint a Secretarial Audit firm for a period of five consecutive years, subject to the shareholder's approval by way of postal ballot.

In this regard, based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on November 12, 2025, approved the appointment of M/s. Pramod Kothari & Co., Practicing Company Secretaries (Firm Registration No. S2012UP197900), peer reviewed firm, as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from April 01, 2025 to March 31, 2030, subject to Shareholders approval, after taking into account the eligibility of the firm, qualification and experience of the Partners, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.



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M/s. Pramod Kothari & Co., a leading firm of Practicing Company Secretaries with over 14 years of experience in delivering comprehensive professional services. The firm promoted by Mr. Pramod Kothari, strives for quality and excellence in legal and secretarial consultancy which covers varied areas of the corporate field and diverse avenues of corporate laws & other related areas. The firm offers bouquet of services including Secretarial, Legal and Compliance related matters etc.

The Company has received written consent from M/s. Pramod Kothari & Co., to act as Secretarial Auditors of the Company confirming their eligibility and willingness to be appointed as the Secretarial Auditors of the Company. They have also confirmed that their aforesaid appointment (if made) would be within the prescribed limits, if any laid down by ICSI. They have also confirmed that they do not have any conflict of interest in term of ICSI Auditing Standards and they are not disqualified to be appointed as Secretarial Auditors as per Regulation 24A of the Listing Regulations.

M/s. Pramod Kothari & Co., has affirmed its compliance with Regulation 24A(1A) and 24A(1B) of the Listing Regulations, in providing secretarial audit services to the Company. Further, M/s. Pramod Kothari & Co., have confirmed that they hold a valid peer review certificate (peer review number S2012UP197900) issued by the ICSI, fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

The proposed fees in connection with the Secretarial Audit, together with applicable taxes and reimbursement of out-of-pocket expenses for the financial year 2025-26, and for the subsequent year(s) of their term, shall be such as may be mutually agreed upon between the Board of Directors and M/s. Pramod Kothari & Co. In addition to the secretarial audit, M/s. Pramod Kothari & Co shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

Accordingly, the Board of Directors of the Company recommends the appointment of M/s. Pramod Kothari & Co, Practicing Company Secretaries as Secretarial Auditors to the Shareholders for their approval by way of an ordinary resolution, as set out at Item No. 4 of the accompanying Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.



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**Particulars of Directors as required Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2)**

**Mr. Kapil Dev Marwah**

| Particulars                                                                                    | Details                                                                                                                                                                                   |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Director and DIN</b>                                                                | Mr. Kapil Dev Marwah<br>(DIN:08739679 )                                                                                                                                                   |
| <b>Age / Date of Birth</b>                                                                     | 61 years / 05/10/1964                                                                                                                                                                     |
| <b>Nationality</b>                                                                             | Indian                                                                                                                                                                                    |
| <b>Number of shares held</b>                                                                   | 5 *                                                                                                                                                                                       |
| <b>Date of first appointment on the Board</b>                                                  | 23 Feb 2022                                                                                                                                                                               |
| <b>Qualification</b>                                                                           | Higher Secondary                                                                                                                                                                          |
| <b>Brief Profile and Nature of Expertise in Specific Functional Areas</b>                      | He is having of experience of 09 years. He has a track record in managing and executing construction projects. He leads our Company's core team, driving business growth and advancement. |
| <b>Other Directorships as on date</b>                                                          | 1. Sugs Lloyd Staffing Private Limited                                                                                                                                                    |
| <b>Chairmanship / Membership of Committees of other Companies</b>                              | Nil                                                                                                                                                                                       |
| <b>Relationship with other Directors, Manager, and Key Managerial Personnel of the Company</b> | Nil.                                                                                                                                                                                      |
| <b>Names of Listed Entities from which the person has resigned in past three years</b>         | Nil                                                                                                                                                                                       |
| <b>Terms and Conditions of Appointment / Re-appointment</b>                                    | Re-designated as <b>Executive Director</b> w.e.f. 12 <sup>th</sup> November 2025 till the end of his current term, i.e., up to <b>10<sup>th</sup> June 2029</b> .                         |
| <b>Details of Remuneration last drawn (FY 2024-25)</b>                                         | ₹ 2.4 Lac                                                                                                                                                                                 |
| <b>Details of Remuneration sought to be paid</b>                                               | As per the Nomination and Remuneration Committee's recommendation and company policy.                                                                                                     |
| <b>Number of Board Meetings attended during FY 2025-26 (up to the date of this Notice)</b>     | 18                                                                                                                                                                                        |

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**Particulars of Directors as required Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2)**

**Mrs. Priti Shah**

| Particulars                                                                                    | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Director and DIN</b>                                                                | Mrs. Priti Shah (DIN:06553013)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Age / Date of Birth</b>                                                                     | 42 years / 13/01/1983                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Nationality</b>                                                                             | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Number of shares held</b>                                                                   | Equity Shares 1,62,49,965 of ₹ 10 each                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Date of first appointment on the Board</b>                                                  | 15/04/2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Qualification</b>                                                                           | B.Sc, MBA in Human Resources.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <b>Brief Profile and Nature of Expertise in Specific Functional Areas</b>                      | She is having experience of 16 years. Her background includes work across multiple sectors, such as electrical transmission and distribution, electrical products, pulp and paper, and personal care products. Priti, with her experience navigating the intersections of HR, marketing, and finance, contributing to organizational success. She contributes to major policy decisions and helps develop business strategies, ensuring their effective execution. Her responsibilities also include managing business expansion and overall operations. |
| <b>Other Directorships as on date</b>                                                          | 1. Sugs Lloyd Staffing Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Chairmanship / Membership of Committees of other Companies</b>                              | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Relationship with other Directors, Manager, and Key Managerial Personnel of the Company</b> | Mr. Santosh Kumar Shah is the spouse of Mrs Priti Shah.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Names of Listed Entities from which the person has resigned in past three years</b>         | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Terms and Conditions of Appointment / Re-appointment</b>                                    | Re-designated as <b>Whole Time Director</b> w.e.f. 12 <sup>th</sup> November 2025 till the end of her current term, i.e., up to <b>10<sup>th</sup> June 2029</b> .                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Details of Remuneration (last drawn (FY 2024-25))</b>                                       | ₹ 118.30 Lac                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Details of Remuneration sought to be paid</b>                                               | As per the Nomination and Remuneration Committee's recommendation and company policy.                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Number of Board Meetings attended during FY 2025-26 (up to the date of this Notice)</b>     | 18                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

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Particulars of Directors as required *Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2)*

**Mr. Santosh Kumar Shah**

| Particulars                                                                                    | Details                                                                                                                                                                                                                 |
|------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of Director and DIN</b>                                                                | Mr. Santosh Kumar Shah (DIN: 02248087)                                                                                                                                                                                  |
| <b>Age / Date of Birth</b>                                                                     | 43 years / 15/11/1982                                                                                                                                                                                                   |
| <b>Nationality</b>                                                                             | Indian                                                                                                                                                                                                                  |
| <b>Number of shares held</b>                                                                   | NIL                                                                                                                                                                                                                     |
| <b>Date of first appointment on the Board</b>                                                  | 29/10/2024                                                                                                                                                                                                              |
| <b>Qualification</b>                                                                           | Bachelor of Technology (Mechanical & Automation Engineering) & Master of Laws                                                                                                                                           |
| <b>Brief Profile and Nature of Expertise in Specific Functional Areas</b>                      | Mr. Shah is a respected figure in the electrical transmission and distribution industry. His achievements have earned recognition from industry peers, government stakeholders, and electricity distribution companies. |
| <b>Other Directorships as on date</b>                                                          | 1. Vyna Electric Private Limited                                                                                                                                                                                        |
| <b>Chairmanship / Membership of Committees of other Companies</b>                              | Nil                                                                                                                                                                                                                     |
| <b>Relationship with other Directors, Manager, and Key Managerial Personnel of the Company</b> | Mrs. Priti Shah is the spouse of Mr. Santosh Kumar Shah.                                                                                                                                                                |
| <b>Names of Listed Entities from which the person has resigned in past three years</b>         | Nil                                                                                                                                                                                                                     |
| <b>Terms and Conditions of Appointment / Re-appointment</b>                                    | Re-designated as <b>Managing Director</b> w.e.f. 12 <sup>th</sup> November 2025 for a period of 5 year, i.e., up to <b>11<sup>th</sup> November 2030</b> .                                                              |
| <b>Details of Remuneration last drawn (FY 2024-25)</b>                                         | ₹ 144.00 Lac                                                                                                                                                                                                            |
| <b>Details of Remuneration sought to be paid</b>                                               | As per the Nomination and Remuneration Committee's recommendation and company policy.                                                                                                                                   |
| <b>Number of Board Meetings attended during FY 2025-26 (up to the date of this Notice)</b>     | 18                                                                                                                                                                                                                      |

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