

POSTAL BALLOT NOTICE

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of **M/s. Sejal Glass Limited (“the Company”)** pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard - 2”) (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020 read with other relevant circulars and General Circular no. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid-19 pandemic (collectively referred to as “MCA Circulars”) and/or any other applicable law, rules or regulations for the time being in force, to transact the items of special businesses, as set out in this Postal Ballot Notice and to seek approval of the Members on the Resolutions through voting by electronic means (“remote e-voting”) only.

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by email to only those shareholders, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the Register of Members / List of Beneficial Owners of the Company provided by the Depositories as on Friday, November 11, 2022 (i.e., the “Cut-off Date”). In case your email address is not registered,

please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed Resolution(s).

The Company is providing the facility of remote e-voting to its Members on the items of businesses set out in this Notice and has engaged the services of M/s. National Securities Depository Limited (“NSDL”) for this purpose. Members are requested to go through the detailed “Instructions For E-Voting” and other Notes appended.

The e-voting period shall commence on Friday, November 18, 2022 (09: 00 hours) Indian Standard Time (IST) and end on Saturday, December 17, 2022 (17:00 hours) (IST), both days inclusive. Members are requested to record their ASSENT or DISSENT on the Resolution(s) set out in this Postal Ballot Notice through remote e-voting only, not later than 17:00 hours (IST) on Saturday, December 17, 2022, after which the remote e-voting facility shall not be allowed by NSDL.

The Board of Directors of the Company has appointed CS Harshad A. Pusalkar (FCS No.10576, Certificate of Practice No. 23823), from M/s. Pusalkar & Co., Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through electronic means / remote e-voting, in a fair and transparent manner.

Based on the report of the Scrutinizer, the results of Postal Ballot / remote e-voting shall be announced within two working days of conclusion of remote e-voting process, i.e., on or before Tuesday, December 20, 2022 and will be communicated to the Stock Exchanges and uploaded on the website of the Company i.e., www.sejalglass.co.in and of NSDL i.e., www.evoting.nsdl.com . The results will also be displayed at the Registered office of the Company.

SPECIAL BUSINESSES:

Ordinary Resolution: 01

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) for borrowing/s by the Company in the form of loan/s from M/s. Dilesh Roadlines Private Limited and /or other related party/ies at arm’s length basis, upto a maximum aggregate value of INR 100 Crores and on such terms and conditions as specified at item no. 01 forming part of the Explanatory Statement annexed to this Notice for a period of 1 (One) year from the date of passing of this Resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the VP Operations & Company Secretary and/or the Chief Financial Officer be and is hereby authorised to do all such acts, deeds, matters and things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the said transaction with the Material Related Party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

Ordinary Resolution: 02

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) for borrowings by any of the subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) in the form of loan/s or any other debt instruments from M/s. Dilesh Roadlines Private Limited and /or other related party/ies at arm’s length basis, upto a maximum aggregate value of INR 100 Crores and on such terms and conditions as specified at item no. 02 forming part of the Explanatory Statement annexed to this notice for a period of 1 (One) year from the date of passing of this Resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the VP Operations & Company Secretary and/or the Chief Financial Officer be and is hereby authorised to do all such acts, deeds, matters and things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the said transaction with the Material Related Party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

Ordinary Resolution: 03

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) for providing Financial Guarantee by M/s. Dilesh Roadlines Private Limited and /or other related party/ies on arm’s length basis for and on behalf of the Company and/or any of its subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) to the Financial Institution or Financial Investor in relation to loan/debt (in any manner whatsoever form) provided by such Financial Institution or Financial investor to the Company or any of such subsidiary entity/ies, upto a maximum aggregate value of INR 100 Crores and on such terms and conditions as specified at item no. 03 forming part of the Explanatory Statement annexed to this notice for a period of 1 (One) year from the date of passing of this Resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the VP Operations & Company Secretary and/or the Chief Financial Officer be and is hereby authorised to do all such acts, deeds, matters and things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the said transaction with the Material Related Party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

Ordinary Resolution: 04

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 Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/arrangement(s)/transaction(s) for Equity Funding/Investment/Dilution of Stake in the subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) of the Company by M/s. Dilesh Roadlines Private Limited and /or other related party/ies on arm’s length basis, upto a maximum aggregate value of INR 100 Crores and on such terms and conditions as specified at item no. 04 forming part of the Explanatory Statement annexed to this notice for the period of 1 (One) year from the date of passing of this Resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the VP Operations & Company Secretary and/or the Chief Financial Officer be and is hereby authorised to do all such acts, deeds, matters and things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the said transaction with the Material Related Party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

Special Resolution: 05

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the Members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding INR 100 Crores outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the VP Operations & Company Secretary and/or the Chief Financial Officer be and is hereby authorised to do all such acts, deeds, matters and things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the said transaction with the Material Related Party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this Resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

**By Order of the Board of Directors
For Sejal Glass Limited**

Sd/-

**Ashwin S. Shetty
V.P.Operations & Company Secretary**

Date: November 12, 2022

Place : Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, SEBI LODR Regulations and Secretarial Standard-2, setting out all material facts and reasons in respect of the items of Special Business set out in this Postal Ballot Notice, is annexed hereto.
2. Due to outbreak of Covid-19, the Ministry of Corporate Affairs, Government of India (MCA), vide its General Circular no. 14/2020 dated April 8, 2020, General Circular no. 17/2020 dated April 13, 2020, General Circular no. 3/2022 dated May 5, 2022 and other relevant circulars (collectively referred to as “MCA Circulars”), has inter-alia permitted conduct of postal ballot process in electronic form only.
3. Accordingly, this Postal Ballot Notice along with Explanatory Statement and Instructions for e-voting is being sent by email to those shareholders, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of members / list of beneficial owners of the Company provided by the Depositories as on Friday, November 11, 2022 (i.e., the “Cut-off Date”). Physical copy of this Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members. Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through remote e-voting only i.e., casting of votes electronically.
4. In compliance of the MCA Circulars referred above, Regulation 44 of SEBI LODR Regulations read with SEBI Circular dated December 09, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is providing the facility of remote e-voting to its Members, to enable them to cast their votes electronically on the Resolution(s) set out in this Postal Ballot Notice. For this purpose, the Company has engaged the services of National Securities Depository Limited (“NSDL”).

5. The remote e-voting period shall commence on Friday, November 18, 2022 (09: 00 hours) India Standard Time (IST) and end on Saturday, December 17, 2022 (17:00 hours) (IST), both days inclusive. Shareholders holding equity shares of the Company as on the Cut-off Date i.e., Friday, November 11, 2022 (“Eligible Members”) shall be entitled to vote through remote e-voting on the Resolution(s) set out in this Notice. In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed Resolution(s).

The voting rights of eligible members shall be in proportion to their share(s) in the paid-up equity share capital of the Company as on the Cut-off Date. A person who becomes a Member after the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

6. This Postal Ballot Notice will also be available on the website of the Company (www.sejalglass.co.in), the relevant section(s) on the websites of Stock Exchanges where the Equity Shares of the Company are listed i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and the website of NSDL (www.evoting.nsdl.com), i.e., the agency providing the remote e-voting services.
7. There will be only one login for every Folio /DP ID-Client ID/Beneficiary ID, irrespective of the number of joint holders. Further, once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
8. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, is appearing under “INSTRUCTIONS FOR E-VOTING” in this Notice. Members are requested to read the same carefully.

9. Members are requested to record their ASSENT (For) or DISSENT (Against) on the Resolution(s) set out in this Postal Ballot Notice through remote e-voting, not later than 17:00 hours (IST) on Saturday, December 17, 2022, after which the remote e-voting facility shall not be allowed by NSDL.

10. Relevant documents referred in this Postal Ballot Notice and Explanatory Statement thereto, are available for inspection by the Members electronically, till Saturday, December 17, 2022 .Members seeking inspection may send an email to compliance@sejalglass.co.in and/or ashwin@sejalglass.co.in stating their name and Folio no./DP ID-Client ID/Beneficiary ID.

11. The Board of Directors of the Company has appointed CS Harshad A Pusalkar (FCS No.. 10576, Certificate of Practice No. 23823), from M/s. Pusalkar & Co, Practising Company Secretaries, as the Scrutinizer for conducting this Postal Ballot process through electronic means / remote e-voting, in a fair and transparent manner.

12. Based on the report of the Scrutinizer, the results of Postal Ballot / remote e-voting shall be announced, within two working days of conclusion of remote e-voting process, i.e., on or before Tuesday, December 20,2022 and will be communicated to the Stock Exchanges and uploaded on the website of the Company i.e., www.sejalglass.co.in and of NSDL i.e., www.evoting.nsdl.com . The results will also be displayed at the Registered of the Company.

The Resolution(s), if passed with requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e., Saturday, December 17, 2022. Further, Resolution(s) passed by postal ballot shall be deemed to be passed effectively at a general meeting of the Company.

13. Members who have not yet registered their email addresses, are requested to register/updated their email address with their respective Depository Participants (in case of shares held in electronic form) or by sending a request through e-mail to M/s. Link Intime India Private Limited, the Registrar & Share Transfer Agent of the Company, at Rnt.helpdesk@linkintime.co.in , with a copy marked to compliance@sejalglass.co.in and/or ashwin@sejalglass.co.in (in case of shares held in physical form), in order to get documents / information about the Company promptly.
14. In case of any queries or grievances with respect to conduct of this Postal Ballot process, Members may contact Shri Ashwin Shetty, VP Operations & Company Secretary at phone no. +91-022-28662100 or send email at compliance@sejalglass.co.in and/or ashwin@sejalglass.co.in or contact NSDL at 1800-1020-990 and 1800-224-430 or send a request to Mr. Anubhav Saxena, at evoting@nsdl.co.in.

15. Instructions For e-Voting

Voting electronically on the NSDL e-Voting system involves two steps as follows:

Step 1: Access to NSDL e-Voting System

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as

shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password.

	<ol style="list-style-type: none"><li data-bbox="631 239 1435 680">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, so that the user can visit the e-Voting service providers' website directly.<li data-bbox="631 779 1435 961">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<li data-bbox="631 1087 1435 1528">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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<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. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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Important note:

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 or 022-23058542-43</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ Section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****.</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- i. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - ii. **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the Resolution(s), you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution(s) / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution(s) / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the Resolution(s) set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@sejalglass.co.in and/or ashwin@sejalglass.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@sejalglass.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A).
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LODR REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE)

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2, sets out all material facts relating to the items of Special Business set out in this Postal Ballot Notice.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as “the Listing Regulations”), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a Resolution(s) and all related parties shall abstain from voting on such Resolution(s). Accordingly, the Promoter Group shall abstain from voting on this Resolution(s) for approval of material related party transactions.

“Material Related Party Transaction” under the Listing Regulations as amended w.e.f April 01, 2022 means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crore or ten percent of the annual consolidated turnover of a company as per the last audited financial statements of the listed entity, whichever is lower.

The disclosures required to be made under the provisions of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 are given herein below:

Item No : 01

Borrowing/s in the form of loan/s from Related Party/ies by the Company	
Name of Related Party	M/s. Dilesh Roadlines Private Limited and/or other Related Party/ies of the Company as per the Listing Regulations.
Nature of relationship	Related Party as per the Listing Regulations.
Name of the Director or Key Managerial Personnel who is related, if any:	None of the Directors or Key Managerial Personnel is related.
Nature, material terms, monetary value and particulars of the contract or arrangement:	Borrowing by the Company from the Related Party/ies in the form of loan/s, on such terms and conditions on arm's length basis as the Board of Directors, may deem fit, upto a maximum aggregate value of INR 100 Crores.
Any other information relevant or important for the members to take a decision on the proposed Resolution	The above transaction is for the purpose of arranging funds for the expansion of the business of the Company in India and/or outside India.

Item No. 02

Borrowings by way of loan/s and/or any other debt instrument/s from Related Party/ies by the Subsidiary/ies of the Company.	
Name of Related Party	M/s. Dilesh Roadlines Private Limited and/or other Related Party/ies of the Company as per the Listing Regulations.
Nature of relationship	Related Party as per the Listing Regulations.
Name of the Director or Key Managerial Personnel who is related, if any:	None of the Directors or Key Managerial Personnel is related.
Nature, material terms, monetary value and particulars of the contract or arrangement:	Borrowing by any of the subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) of the Company from the Related Party/ies in the form of loan/s or any other debt instrument, on such terms and conditions on arm's length basis as the Board of Directors, may deem fit, up to a maximum aggregate value of INR 100 Crores.
Any other information relevant or important for the members to take a decision on the proposed Resolution	The above transaction can be undertaken between the Related party and any of its subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) for expansion of the business of the Company in India and/or outside India. The above transaction is for the purpose of arranging funds for such expansion.

Item No.03

Financial Guarantee by the Related Party/ies to Company and /or Subsidiary/ies.	
Name of Related Party	M/s. Dilesh Roadlines Private Limited and/or other Related Party/ies of the Company as per the Listing Regulations.
Nature of relationship	Related Party as per the Listing Regulations.
Name of the Director or Key Managerial Personnel who is related, if any:	None of the Directors or Key Managerial Personnel is related.
Nature, material terms, monetary value and particulars of the contract or arrangement:	Provision of financial guarantee by the Related Party for/on behalf of the Company and/or any of its subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) to the Financial Institution or Financial Investor in relation to loan/debt (in any manner whatsoever form) provided by such Financial Institution or Financial investor to the Company or any of such subsidiary entity/ies, on such terms and conditions on arm's length basis as the Board of Directors, may deem fit, upto a maximum aggregate value of INR 100 Crores.
Any other information relevant or important for the members to take a decision on the proposed Resolution	The above transaction can be undertaken between the Related Party/ies of the Company and/ or any of its subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) for expansion of the business of the Company in India and/or outside India. The above transaction is for the purpose of arranging funds for such expansion.

Item No.04

Equity Funding/Investment/Dilution of stake by Related Party/ies in Subsidiary/ies of the Company.	
Name of Related Party	M/s. Dilesh Roadlines Private Limited and/or any other person from the Promoter & Promoter Group of the Company and/or any subsidiary entity/ies of the Company (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future)
Nature of relationship	Promoter & Promoter Group
Name of the Director or Key Managerial Personnel who is related, if any:	None of the Directors or Key Managerial Personnel is related.
Nature, material terms, monetary value and particulars of the contract or arrangement:	Equity funding/investment/dilution of stake in the subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) of the Company from/by the Related Party/ies, on such terms and conditions on arm's length basis as the Board of Directors, may deem fit, upto a maximum aggregate value of INR 100 Crores.
Any other information relevant or important for the members to take a decision on the proposed Resolution	<p>The above transaction can be undertaken with the Company and /or subsidiary entity/ies (such entity being Company/LLP/any other Body Corporate already formed or to be formed/acquired in future) for expansion of the business in India and/or outside India.</p> <p>The above transaction is for the purpose of arranging funds for such expansion. This Equity investment may be desired to facilitate the raising of debt by the subsidiary entity/ies of the Company based on the regulatory requirements.</p>

The above contracts/arrangements/transactions at Item No. 01 to 04 were approved by the Audit Committee and the Board of Directors in their respective meetings held on Saturday, November 12, 2022 as the same are in the interest of the Company.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Ordinary Resolution(s) set out in this Notice. This Explanatory Statement may also be treated as a disclosure under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors' recommends the Ordinary Resolution(s) at Item No. 01 to 04 in the accompanying Notice for approval by the unrelated members of the Company.

It is pertinent to note that no related party shall vote to approve these Resolution(s) whether the entity is a related party to the particular transaction or not.

Item No : 05

In order to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make investment in other bodies corporate by way of purchasing/subscribing shares, granting loans, giving guarantee or providing security to other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of Special Resolution, up to a limit of INR. 100 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 05 for approval by the unrelated Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice. The Board recommends the resolution at Item no.05 to be passed as Special Resolution.

It is pertinent to note that no related party shall vote to approve these Resolution(s) whether the entity is a related party to the particular transaction or not.

**By Order of the Board of Directors
For Sejal Glass Limited**

Sd/-

Ashwin S. Shetty

V.P.Operations & Company Secretary

Date: November 12, 2022

Place : Mumbai

Registered Office

3rd Floor, 173/174, Sejal Encasa,

Opp. Bata Showroom, S.V. Road,

Kandivali (West),

Mumbai-400 067