



sealmatic

Sealmatic India Limited

(Formerly known as Sealmatic India Pvt Ltd)
Survey No.12/9-A, Shanti Vidya Nagari Road
Ghodbunder Village, Mira Road (East),
Thane – 401101.
Tel: +91 22 50502700
Email: info@sealmaticindia.com
Web: www.sealmaticindia.com

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

NOTICE IS HEREBY GIVEN pursuant to and in compliance with the provisions of Sections 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (“SS-2”) and the relaxations and clarifications issued by Ministry of Corporate Affairs (“MCA”) vide General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020, Circular No: 02/2021 dated January 13, 2021, Circular No: 10/2021 dated June, 23, 2021 and Circular No: 20/2021 dated December, 08 2021 and Circular No. 3/ 2022 dated May 5, 2022, Circular No: 11/2022 dated December 28,2022 and Circular No: 09/2023 dated September 25, 2023, Circular No: 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the “MCA Circulars”) and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) for seeking approval of the Shareholders of Sealmatic India Limited (the “Company”) for the business set out hereunder through Postal Ballot by remote electronic voting process (“remote e-voting”).

The Explanatory Statement pursuant to Sections 102 and other applicable provisions, if any, of the Act pertaining to the Resolution(s) setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company (the “Board”) at their meeting held on Tuesday, November 19, 2024, has appointed Mr. Nayan Pitroda (Mem. No. 58473, C.P No. 23912) proprietor of M/s. Pitroda Nayan & Co, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer’s decision on the validity of postal ballot shall be final.

In compliance with the Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all its shareholders to cast their votes electronically. In terms of MCA Circulars, voting can be done only by remote e-voting.

Pursuant to Section 108 of the Act read with Rule 20 & 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged KFin Technologies Limited (formerly, KFin Technologies Private Limited), Registrar and Transfer Agents of the Company (“KFinTech” or “Registrar and Transfer Agent” or “RTA”), as the agency to provide e-Voting facility for Shareholders. In accordance with the provisions of the MCA Circulars, the Company has made arrangements for the shareholders to register their e-mail addresses. Therefore, those shareholders who have not yet registered their e-mail addresses are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility which is available at the link: <https://evoting.kfintech.com> and commences from Wednesday, November 20, 2024 at 09.00 am (IST) and concludes on Thursday, December 19, 2024 at 05.00 pm (IST). E-Voting module shall be disabled by KFinTech for voting thereafter. Shareholders desiring to exercise their



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votes are requested to carefully read the “**Information and Instructions relating to e- Voting**” provided in the Notes to this Postal Ballot Notice.

The Scrutinizer will submit their report to the Chairman of the Company after completion of scrutiny of the remote e-voting. The results shall be declared on or before 2 working days from the conclusion of e-voting process and will be communicated to the BSE Limited (“**BSE**”) and **RTA**. The results will also be available on the website of the Company.

SPECIAL BUSINESS:

ITEM NO – 1: TO ISSUE EQUITY SHARES ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42 read with 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (hereinafter referred to as "SEBI (ICDR) Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by Ministry of Corporate Affairs ("MCA") the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board'), which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, the consent of the members of the Company be and are hereby accorded to the Board in its absolute discretion to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 3,93,000 (Three Lakh and Ninety-Three Thousand) fully paid-up equity share of the Company having face value of Rs.10/- (Rupee Ten Only) ("Equity Share") each at an issue price of Rs. 636/- (Rupees Six Hundred and Thirty-Six) per Equity Share (including premium of Rs. 626/- per share) as determined in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the SEBI. (ICDR) Regulation, 2018 ("Equity Share Issue Price"), aggregating to an amount not exceeding 24,99,48,000 (Rupees Twenty-Four Crore Ninety-Nine Lakhs and Forty-Eight Thousand Only) to the Non-Promoter Group of the Company (hereinafter referred to as the Proposed Allottees/Investor") as mentioned below and as more particularly mentioned in the explanatory statement setting out material facts on preferential basis:

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted	Name of the Ultimate Beneficial Owner
1.	Aegis Investment Fund PCC Niveza	Non-Promoter	3,93,000	N.A.



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RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the Proposed Allottee, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) An amount equivalent to 100% of the consideration shall be paid by the proposed allottee on or before the date of allotment of Equity Shares. The Investor shall make payment of Issue Price of Equity Shares from their own bank account into the designated bank account of the Company.
- b) The Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only.
- c) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any;
- d) The pre-preferential shareholding of the Proposed Allottee's, if any, shall be under lock-in for such period as may be prescribed under Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- e) The Equity Shares issued and allotted shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- f) The Equity Shares so allotted to the Proposed Allottee's under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company;
- h) The Equity Shares shall be allotted within a period 15 days from the date of passing the special resolution by the members OR after receiving in-principle approval letter from stock exchanges, whichever is later, provided that where the allotment of Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed within a period of 15 days from the date of receipts of last date of such approvals or permission.
- i) The "Relevant Date" pursuant to Regulation 161 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the purpose of pricing of the Equity Shares shall be Tuesday, 19 November, 2024, being the date which is 30 days prior to the date of the Postal Ballot.
- j) The price of each equity share to be issued is Rs. 636/- per share as calculated in accordance with the provisions of Regulation 166A read with Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, whichever is higher.
- k) The Equity share will be listed and traded on the BSE Limited ("BSE") where the existing shares of the Company are currently listed, subject to the receipt of necessary permissions and approvals from the exchange.

RESOLVED FURTHER THAT the Board Directors be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges;

RESOLVED FURTHER THAT the monies received by the Company from the Investor for Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of Equity Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, however subject to the compliance with the applicable guidelines, notifications, rules and regulations;



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RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, SEBI or Stock Exchanges or any other regulatory authority may stipulate while granting approval to the Company for issue of the Equity Shares as aforesaid;

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares proposed to be issued on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the implementation of this resolution for issue, allotment equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit, without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS-4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members;

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized severally to sign and file the necessary e-forms with the MCA Portal and to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution."

**By the Order of Board of Directors
For, Sealmatic India Limited**

Sd/-

**Neha Chheda
Company Secretary & Compliance Officer**

Place: Mumbai
Date: 19/11/2024

Registered Office: 4th Floor, Techniplex – I,
Techniplex Complex, Off Veer Savarkar Flyover,
Goregaon (West), Mumbai – 400 104



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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with the Rules related thereto, SEBI Listing Regulations and Secretarial Standard-2 on General Meeting ("SS-2") issued by The Institute of the Company Secretaries of India, setting out all material facts and reasons in respect of the item of Special Business(es) set out in this Postal Ballot Notice is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the rules related thereto and MCA circular issued by the Ministry of Corporate Affairs, Government of India, the Company is permitted to conduct the postal ballot process through electronic form.
3. In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, November 15, 2024 ("cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository/RTA.
4. This Postal Ballot Notice shall also be available on the website of the Company www.sealmaticindia.com, the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of RTA of the Company. The availability of this Notice on the Company's website at www.sealmaticindia.com and on the website of the Stock Exchanges, shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
5. Shareholders holding equity shares as on the Cut-off Date can cast their vote using remote e- Voting facility only.
6. Voting rights of a Shareholder/ beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut Off Date. A person who is not a Shareholder as on the Cut-off Date should treat this Notice for information purpose only.
7. The Resolution, if approved, by the Shareholders by means of Postal Ballot/ e-Voting is deemed to have been passed at a General Meeting of the Shareholders and the last date of the e-Voting i.e., Thursday, December 19, 2024 shall be the date on which the Resolution shall be deemed to have been passed.
8. The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

To facilitate such Shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with RTA for registration of email addresses in terms of the General Circulars.

Process for registration of email addresses is as under:

- a) Pursuant to General Circulars for remote e-Voting for this Postal Ballot, Shareholders who have not registered their email address and in consequence the e-Voting notice could not be serviced, may temporarily get their email address registered with the Company's RTA by clicking the link:
<https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the below process:



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- a. Select the company name "Sealmatic India Limited"
- b. Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
- c. Enter DP ID - Client ID (in case shares are held in electronic form)/ Physical Folio No. (in case shares are held in physical form) and PAN.
- d. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
- e. In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
- f. Enter the email address and mobile number.
- g. System will validate DP ID - Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered mobile number as well as email address for validation.
- h. Enter the OTPs received by SMS and email to complete the validation process. OTP will be valid for 5 minutes only.

The Notice and e-Voting instructions along with the User ID and Password will be sent on the email address updated by the Shareholder.

Post successful registration of the email, the Shareholder would get soft copy of the Notice and the procedure for e-Voting along with the User ID and Password to enable e-Voting for this Postal Ballot.

In case of any queries, Shareholder may write to einward.ris@kfintech.com or compliance@sealmatic.com

- b) **It is further clarified that for registration of email address**, Shareholders are requested to register their email addresses by following due procedure:
 - a. **For electronic holdings:** with their concerned Depository Participants; and
 - b. **For physical holdings:** with the Company's Registrar and Transfer Agent
- c) Those Shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants/ the Company's RTA to enable servicing of notices/documents/Annual Reports electronically to their email address.

If any Shareholder who has registered the email address and not received Postal Ballot notice, User- Id and password for remote e-Voting, may write to einward.ris@kfintech.com from the registered email address to receive the same.

9. In compliance of the MCA Circulars referred above, Regulation 44 of SEBI Listing Regulations read with SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility by listed entities and Section 108 of the Act read with Rule 20 and 22 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 set out in this Postal Ballot Notice.

The Company has engaged the services of KFinTech as the agency to provide e-Voting facility. Instructions for e-Voting are provided as part of this Postal Ballot Notice which the Shareholders are requested to read carefully before casting their vote.



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10. Voting is being done on electronic platform only, a member cannot exercise his vote by proxy on postal ballot. 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.

All the Shareholders are requested to cast their votes only through remote e-Voting as per the procedure provided.

11. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csnayan.pnc@gmail.com with a copy marked to evoting@kfintech.com.

12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

13. The Board of Directors of the Company (the "Board") at their meeting held on Tuesday, 19, 2024 has appointed Mr. Nayan Pitroda (Mem. No. 58473, C.P No. 23912) proprietor of M/s. Pitroda Nayan & Co, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot only through e-voting process in accordance with the law in a fair and transparent manner and they have communicated their consent for their appointment. The Scrutinizer's decision on the validity of postal ballot shall be final.

14. The result of the voting by Postal Ballot shall be announced on or before 2 working days from the conclusion of e-voting process and shall be communicated to BSE Limited where the equity shares of the Company are listed.

15. The results of the Postal Ballot/ e-Voting shall also be displayed on the Company's website at www.sealmaticindia.com and on the website of KFinTech at <https://evoting.kfintech.com/>

16. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection through electronic mode from the date of dispatch of the Postal Ballot Notice, until the last date of voting by remote e-Voting. Shareholders seeking to inspect such documents may also send an email to compliance@sealmatic.com stating their name and Folio no./DP ID-Client ID/ Beneficiary ID.

17. Procedure of e-Voting

1. PROCEDURE FOR 'E-VOTING':

a. E-VOTING FACILITY:

i. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act read with the Rules and Regulation 44 of SEBI Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of KFin Tech to its members to exercise their right to vote on the proposed resolution by electronic means.

ii. The e-voting facility will be available during the following period:

- Commencement of e-voting: 9:00 a.m. (IST) on Wednesday, November 20, 2024
- End of e-voting: 5:00 p.m. (IST) on Thursday, December 19, 2024



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- iii. The manner of voting by (a) individual shareholders holding shares of the Company in demat mode, (b) Shareholders other than individuals holding shares of the Company in demat mode, (c) Shareholders holding shares of the Company in physical mode, and (d) Shareholders who have not registered their e-mail address, is explained in the instructions given hereinbelow.

b. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. Once the shareholder has exercised the vote, whether partially or otherwise, the shareholder shall not be allowed to change it subsequently or cast the vote again.

ii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

As per circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e- voting, as implemented by the Depositories/ Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

National Securities Depository Limited (NSDL)	Central Depository Services (India) Limited (CDSL)
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your. IDeAS service login. Click on "Access to e-Voting" under on the panel available on the left-hand side. v. Click on "Active E-voting Cycles" option under E-voting. vi. You will see Company Name: "Sealmatic India Limited" on the next screen. Click on the e-Voting link available against Sealmatic India Limited or select e-Voting service provider. "KFinTech" and you will be re-directed to the e-Voting page of 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox). ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: "Sealmatic India Limited" on the next screen. Click on the e-Voting link available against Sealmatic India Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.



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<p>KFinTech to cast your vote without any further authentication.</p> <p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none">I. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.comII. Select option “Register Online for IDeAS” available on the left-hand side of the page.III. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.IV. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none">I. Type in the browser / Click on the following link: https://www.evoting.nsd.com/II. Click on the button ‘Login’ available under “Shareholder/Member” section.III. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL’s e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as shown on the screen.IV. On successful authentication, you will enter the e-voting module of NSDL. You will see Company Name: “Sealmatic India Limited” on the next screen. Click on the e-Voting link available against Sealmatic India Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.	<p>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none">i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistrationii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none">i. Type in the browser / Click on the following links: www.cdslindia.com / https://www.evotingindia.comii. Provide Demat Account Number and PAN.iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Sealmatic India Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
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PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORY PARTICIPANTS

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against Sealmatic India Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 / 1800 22 44 30.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (1) SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE.

- I. (A). In case a member receives an e-mail from the Company/KFinTech [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - a. Launch Internet browsers by typing the URL: <https://evoting.kfintech.com>.
 - b. Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number+Folio No. (for holding in physical mode) or DP ID Client ID (for holding in Demat mode) will be your User ID. If you are already registered with KFinTech for 'e-voting', you can use the existing password for logging-in.
 - c. After entering these details appropriately, click on "LOGIN".
 - d. You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one uppercase (A- Z), one lower case (a-z), one numeric (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 address, 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.
 - e. You need to login again with the new credentials.
 - f. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Sealmatic India Limited. Select the same. g. On the voting page, enter the number of shares as on the Cut-Off Date under
 - g. either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.



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- h. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- j. A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- k. Once you confirm, you will not be allowed to modify your vote.
- l. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: csnayan.pnc@gmail.com with a copy marked to the Company at compliance@sealmatic.com. Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- a. Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, are requested to register/ update the same by clicking on <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> or by giving details of folio number, e-mail address and self-attested copy of PAN Card to KFinTech at einward.ris@kfintech.com.
 - b. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) where they maintain their demat accounts.
 - c. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
 - d. Follow the instructions at I.(A). (a) to (1) to cast your vote
- II. Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com> which may be used for sending further communication(s).
- III. Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
- a. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX123456789
 - b. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.



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- c. Member may send an e-mail request to einward.ris@kfintech.com. After due verification of the request, User ID and password will be sent to the member.
 - d. If the member is already registered with KFinTech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
- IV. In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given under sub- point no. V below.
- V. Members are requested to note the following contact details for addressing e-voting / postal ballot related grievances:

Mr. N Shyamkumar,
KFin Technologies Limited
Selenium, Tower-B
Plot 31 and 32, Financial District
Nanakramguda, Serilingampally
Hyderabad, Rangareddi 500 032
Toll-free Nos.: 1800-309-4001
(from 9:00 a.m. IST to 6:00 p.m. IST on all working days)
E-mail: Einward.ris@kfintech.com



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO: 1

The Board of the Directors of the Company at its meeting held on Tuesday, November 19, 2024 have decided to (a) Establishing Strategic Business Units (SBU), including sales promotion, service centers and deployment of sales personnel in UAE, Oman, Qatar, Kuwait, Saudi Arabia and Houston. Additionally, participation of exhibitions in the middle east such as ADIPEC, EGYPTES etc. (b) Invest in projects for the API markets in India & Middle East and (c) Product development for defence and nuclear applications, mainly stern tube seals, main primary reactor seals and API 682 4th Edition (Propane etc) for which Rs. 35 Crores will be deployed to grow business in the coming years from which Rs. 10 Crores will be arranged from internal cash accruals and balance Rs. 24.99 Crores will be arranged through Private Placement and the same will be deployed proportionately. The Board has given their consent subject to approval of shareholders of the Company by way of Special Resolution to the issue and allotment of:

Upto 3,93,000 (Three Lakh and Ninety-Three Thousand) fully paid-up equity shares having face value of Re.10/- (Rupee Ten Only) ("Equity Share") each at an issue price of Rs. 636/- (Rupees Six Hundred and Thirty-Six only) per Equity Share (including premium of Rs. 626/- per share) aggregating to an amount not exceeding Rs. 24,99,48,000 (Rupees Twenty-Four Crore Ninety-Nine Lakhs and Forty-Eight Thousand Only) to the Non-Promoter Group of the Company.

In terms of Section 62 read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42, 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The information as required under SEBI (ICDR) Regulations and the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

1. List of the Proposed Allottees for Preferential Allotment Equity shares:

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares to be allotted	Name of the Ultimate Beneficial Owner
1.	Aegis Investment Fund PCC Niveza	Non-Promoter	3,93,000	NA



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2. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the proposed Preferential Issue of 3,93,000 Equity shares towards following objects: -

Sr. No	Particulars	Amount (INR in Crores)
1	Establishing Strategic Business Units (SBU), including sales promotion, service centres and deployment of sales personnel in UAE, Oman, Qatar, Kuwait, Saudi Arabia and Houston. Additionally, participation of exhibitions in the middle east such as ADIPEC, EGYPEs etc.	10.00
2	Invest in projects for the API markets in India & Middle East. (API markets mean projects in Oil Gas, Refinery, Petrochemical and other critical industrial applications.)	12.15
3	Product development for defence and nuclear applications, mainly stern tube seals, main primary reactor seals and API 682 4th Edition (Propane etc)	2.84
	Total	24.99

3. Maximum number of specified securities to be issued including date of Board Resolution:

The resolution set out in the accompanying notice authorizes the Board to issue:

Upto 3,93,000 (Three Lakh and Ninety-Three Thousand) fully paid-up equity shares having face value of Re.10/- (Rupee Ten Only) ("Equity Share") each at an issue price of Rs. 636/- (Rupees Six Hundred and Thirty-Six only) per Equity Share (including premium of Rs. 626/- per share) aggregating to an amount not exceeding 24,99,48,000 (Rupees Twenty-Four Crore Ninety-Nine Lakhs and Forty-Eight Thousand Only).

4. Terms of Issue of the Equity Shares, if any:

The Equity shares allotted in terms of resolution shall rank pari passu with existing Equity shares of the Company in all respect.

5. Payment:

With respect to Resolution of the Notice and in terms of the provisions of Regulation 169(1) of the SEBI (ICDR) Regulations, 2018, 100% consideration of Equity Shares shall be paid by the Proposed Allottee at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company at the time of allotment of Equity Shares to the Proposed Allottee. The consideration for the Equity Shares shall be payable in cash and from the bank account of respective allottee only.



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6. Pricing of Preferential Issue

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as "Stock Exchange"). Pursuant to Regulation 164(5) "frequently traded shares" means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least ten percent of the total number of shares of such class of shares of the issuer.

The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The SEBI (ICDR) Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- i. 90 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs. 635.38/- (Rupees Six hundred and Thirty-Five only) per equity share;
- ii. 10 trading days volume weighted average price (VWAP) of the scrip preceding the relevant date i.e. Rs. 576.33/- (Rupees Five Hundred and Seventy-Six only) per equity share.

Hence, as per SEBI (ICDR) Regulations, 2018, the price per equity share comes to Rs. 635.38/- which is being rounded off to Rs. 636/-.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

7. Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Equity Shares, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Equity Shares shall continue to be locked in till the time such amount is paid by the Equity Share Holder.

8. Amount which the company intends to raise by way of such securities:

The Company intends to issue and allot 3,93,000 Equity Shares assuming full subscription to amount to be raised is Rs.24,99,48,000/-.

9. The intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the Offer:

Mr. Umar Abdulkarim Balwa, Mohamed Hanif Sharifbhai Chaudhari and Rafiq Hussein Balwa promoters of the Company have not shown their interest to subscribe to the Equity Shares proposed to be issued by the Company as more particularly set out in the explanatory statement setting out the material facts. None of the other Promoter & Promoter Group, Directors, or Key Managerial Personnel of the Company, intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

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10. Relevant date with reference to which the price has been arrived at:

The 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations is Tuesday, November 19, 2024, being the date which is 30 days prior to the date of the Postal Ballot.

11. The class or classes of persons to whom the allotment is proposed to be made: The following is the list of Proposed Allotees of Equity Shares:

Sr. No	Name of the Proposed Allottee	Class (PG/NP#)	Pre-Issue Shareholding		No. of Equity Shares to be issued	Post Issue Shareholding	
			No. of Shares	% of Shareholding		No. of Shares	% of Shareholding
1.	Aegis Investment Fund PCC Niveza	NP	0	0	3,93,000	3,93,000	4.16

#Assuming full subscription of Equity Shares.

12. Shareholding Pattern before and after the proposed Preferential Issue:

Category	Pre-Preferential Issue		Post-Preferential Issue	
	No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
Promoter's holding				
Indian	-	-	-	-
Individual/HUF	65,50,400	72.38	65,50,400	69.37
HUF	-	-	-	-
Central Government/State Government	-	-	-	-
Bodies Corporate	-	-	-	-
Relatives	-	-	-	-
Sub Total	-	-	-	-
Foreign Promoters	-	-	-	-
Sub Total (A)	65,50,400	72.38	65,50,400	69.37
Non-Promoter Holding				
Institutional Investors	11,250	0.12	4,04,250	4.28
Non-Institutions	-	-	-	-
Private Corporate Bodies/ Limited Liability Partnerships	-	-	-	-
Directors and Relatives	-	-	-	-
Indian Public	22,66,950	25.05	22,66,950	24.00
NRI	67,650	0.75	67,650	0.72
Foreign National	-	-	-	-
Foreign Companies	-	-	-	-
Body Corporate	1,53,750	1.70	1,53,750	1.63
Others (Firm, HUF Including NRIs)	-	-	-	-
Sub Total (B)	24,99,600	27.62	28,92,600	30.70
GRAND TOTAL	90,50,000	100	94,43,000	100

*It is assumed that the proposed allottee will subscribe to the entire quantity of the new shares proposed to be offered under preferential allotment.



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13. Time frame within which the preferential issue shall be completed:

The Equity shares shall be allotted within 15 days after receiving in-principle approval letter from stock exchanges OR Thursday, December 19, 2024, the date on which this resolution is deemed to have been passed in the general meeting of the members of the Company, whichever is later, provided that where the allotment of Equity Shares is subject to receipts of any approval or permission from any regulatory or Government of India, the allotment shall be completed.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

The UBO details for Equity Shares allottees are as follows: -

Sr. No	Name of the proposed allottees	Identity of ultimate beneficial owners	Pre-Issue		No. & % of Equity Shares to be issued and allotted	Post Preferential Issue (Assuming full Subscription of 3,93,000 Equity Shares)	
			No. of Shares	%	No. of Shares	No. of Shares	%
1.	Aegis Investment Fund PCC Niveza	N.A.	0	0	3,93,000	3,93,000	4.16

15. The Current and Proposed Status of the allottees post the preferential issue namely, promoter or non-promoter:

The details for Equity shares allottees are as follows: -

Sr. No	Name of the Proposed Allottees	Current status of the allottees namely promoter or non-promoter	Proposed status of the allottees post the preferential issue namely promoter or non-promoter
1.	Aegis Investment Fund PCC Niveza	Currently not holding any Equity Shares of the Company	Non-Promoter

16. Change in control consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

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

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice



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

Not applicable as this issue is not for consideration other than cash.

19. Undertaking:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.
- iii. The entire pre-preferential shares in the Company held by the proposed allottee is not locked in on or before relevant date since it is holding NIL Equity Shares.
- iv. None of the propose allottees belonging to the Non-Promoter Group has/have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity shares/warrants of the Company but failed to exercise them; and
- vi. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

20. Certificate from Practising Company Secretary:

Mr. Nayan Prafulbhai Pitroda proprietor of M/s. Pitroda Nayan & Co, Practising Company Secretary has certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours and also available on the website of the Company at www.sealmaticindia.com.

21. Lock-in Period:

The securities allotted to Proposed Allottees shall be locked in as per Regulation 167 and other applicable provisions of SEBI (ICDR) Regulations, 2018.

22. Terms of Payment

The entire consideration against the allotment of the Equity shares shall be received by the Company from the allottee before the said allotment. In case allottee pays consideration in less than the amount as agreed, the company shall issue shares on proportionate basis.



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23. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of the promoters or directors is a wilful defaulter or a fraudulent borrower:

The Company and none of its directors or Promoters have been declared as a wilful defaulter or a fraudulent borrower as defined under SEBI (ICDR) Regulations, 2018. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations, 2018.

24. Other Disclosure:

- a. The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- b. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- c. The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- d. An amount equivalent to 100% (Hundred Percent) of the consideration shall be paid by the proposed allottees on or before the date of allotment of equity shares
- e. Upon receipt of the payment as above, the Board shall allot 1 (One) equity share by appropriating Rs.10/- towards equity share capital and the balance amount paid against each Share towards the securities premium.
- f. The Allottee shall also be entitled to any future issue of bonus / rights, if any, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the Allottee.
- g. The equity shares to be issued and allotted by the Company shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchanges where the equity shares of the Company are listed.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in Item No.1 of this notice for the approval of members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, in the above resolution.

**By the Order of Board of Directors
For, Sealmatic India Limited**

Sd/-

**Neha Chheda
Company Secretary & Compliance Officer**

Place: Mumbai

Date: 19/11/2024

Registered Office: 4th Floor, Techniplex – I,
Techniplex Complex, Off Veer Savarkar Flyover,
Goregaon (West), Mumbai – 400 104.