

To,  
**National Stock Exchange of India Limited**  
**Exchange Plaza, C-1, G Block Bandra Kurla**  
**Complex, Bandra (E) Mumbai 400 051**

**Date: 09-01-2025**

**NSE SYMBOL: SFML**  
**ISIN:INE0U6N01014**

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") – Notice of Postal Ballot**

Dear Sir/ Madam, Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby enclose the Notice of Postal Ballot dated January 07, 2025 along with explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to following special resolution:

Resolution(s) to be passed as special resolution:

1. To Appoint Mrs. Asha Kaul as Independent Director of the Company.
2. Alteration in Object Clause of Memorandum of Association of the Company.

The Company has engaged the services of KFin Technologies Limited i.e. Registrar and Transfer Agent ("Kfintech") as the agency to provide e-voting facility. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically.

The votes can be cast during the following voting period:

Commencement of E-voting Friday, January 10, 2025.  
End of the E-voting Sunday, February 09, 2025.

The Notice is being sent to the Members in electronic mode and is also being placed on the website of the Company [www.supremefacility.com](http://www.supremefacility.com) .

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before February 11, 2025, and will be displayed on the Company's website at [www.supremefacility.com](http://www.supremefacility.com) and the website of Kfintech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges.

**For and on Behalf of**  
**Supreme Facility Management Limited**



**Rajendra Lalasaheb Shinde**  
**Managing Director**  
**DIN: 02053237**



**SUPREME FACILITY MANAGEMENT LIMITED**  
**(Formerly Known as Supreme Facility Management Private Limited)**  
**CIN: U63040PN2005PLC020759**

**Registered Office: Office No. 1002 to 1005 "Kohinoor World Tower" Chinchwad, Tower-  
T3, 10<sup>th</sup> Floor, Pune, Maharashtra, India-411018**

**POSTAL BALLOT NOTICE**

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and various other circulars issued in this regards, latest being 9/2023, dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and any other applicable law, rules, regulations, circular and notification (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions as set out hereunder are proposed for the approval of members of Supreme Facility Management Limited (Formally Known as Supreme Facility Management Private Limited) (the "Company") by way of Postal Ballot (the "Postal Ballot") only through remote e-voting i.e. voting through electronic means ("e-voting"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice"). The Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s).

The Board has appointed Atul Jaiswal & Associates, Proprietor, and (Membership No. FCS: 12202) (CP No. 18605) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made arrangements with **Kfintech Technologies Limited**, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Company has engaged the services of KFin Technologies Limited i.e. Registrar and Transfer Agent ("Kfintech") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of E-voting	Friday, January 10, 2025.
End of the E-voting	Sunday, February 09, 2025.

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him.

The results of e-voting will be announced on or before February 11, 2025, and will be displayed on the Company's website at [www.supremefacility.com](http://www.supremefacility.com) and the website of Kfintech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges.

## **SPECIAL BUSINESS**

### **Resolution no. 1:-**

To consider and approve appointment of Mrs. Asha Kaul (DIN: 06987839) as an Independent Director of the Company (Brief Profile attached with Notice as Annexure 1).

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 Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and Regulation 17, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mrs. Asha Kaul (DIN:06987839), is proposed to be appointed as an Independent Director in the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee at their meeting held on January 6, 2025, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, and to hold office for a first term of consecutive five years up to February, 2030."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers to any committee of directors and/or any Director and/or Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### **Resolution no.2:-**

#### **Alteration of Object Clause of the Memorandum of Association**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, if any) and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and other necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, which the Board of Directors is authorised to accept, as it may deem fit, the consent of the Members of the Company be and is hereby accorded to **alter the Main Objects Clause of the Memorandum of Association of the Company by inserting the following new clauses 3 after the existing clause 2 of Clause III (A) of the Memorandum of Association of the Company, drafted as follows:-**

***3. To carry out the business in the manufacturing, assembly, job work, procurement, and distribution of specialized equipment and products to diverse it's business activities, including but not limited to facilities management, mechanized housekeeping, manufacturing of uniforms, dress, designer dress, bridal dress, employee and student transportation, public transport, logistics management, supply chain management, canteen services and maintenance along with to establish manufacturing units, workshops or assembly centres as and when necessary, to produce or procure such equipment, machinery, warehouses/warehousing activities and tools required for its diverse services and to enter into/or collaborate with third parties or enter into joint ventures for the manufacturing, assembly, or enhancement of such products, ensuring***

*they meet the highest standards of quality and functionality for client satisfaction, to facilitate in the manufacturing, fabrication and assembly of products and equipment related to the aforementioned services, including, but not limited to, the production of seating systems, toll manufacturing, auto, non-auto components, and assemblies for the automobile or industrial sector, this shall encompass the design, development, production, and assembly of automotive or industrial parts such as seats, interior fixtures, and related accessories, for use in commercial, residential, and industrial facilities.*

**For and on Behalf of  
Supreme Facility Management Limited**

**Sd/-  
Rajendra Lalasaheb Shinde  
Managing Director  
DIN: 02053237**

**NOTES:**

1. The relevant details, pursuant to Regulation 36 of the SEBI LODR and SS-2, in respect of Directors seeking appointment are also annexed hereto and forms part of the Notice as **Annexure 1**.
2. The Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (hereafter also referred to as depositories) and whose email id is registered with the Registrar & Share Transfer Agent of the Company viz. KFin Technologies Limited ("KFin" or "RTA") or depository participant(s), as on **Friday, January 03, 2025** ("Cut-off Date"). In compliance with Regulation 44 of the SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The Company has engaged the services of KFin as the agency to provide the e-voting facility. The Notice is also available on the Company's website viz. <https://supremefacility.com>, e-voting agency's website viz. <https://evoting.kfintech.com> and on the websites of National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com).
4. The e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	<b>From 9:00 a.m. (IST) on January 10, 2025 (Friday)</b>
<b>End of e-voting</b>	<b>Up to 5:00 p.m. (IST) on February 09, 2025 (Sunday)</b>

The e-voting facility will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFin upon expiry of aforesaid period. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.




5. Any person whose name appears in the Register of Members / List of Beneficial Owners as received from NSDL and CDSL as on the Cut-off date shall be entitled to vote through e-voting on the resolution set forth in the Notice. The voting right of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member/ Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only. It is however, clarified that all the persons who are Members of the Company as on Cut-off date (including those Members who may not have received this Notice due to non-registration of their email id with the RTA or the depository participant(s)) shall be entitled to vote in relation to the resolutions specified in this Notice.
6. The Board of Directors has appointed Mr. Atul Jaiswal, representing Atul Jaiswal & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the voting through e-voting process, in a fair and transparent manner and he has given his consent to act as a Scrutinizer.

7. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: [csatuljaiswal@gmail.com](mailto:csatuljaiswal@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format 'Corporate Name\_EVEN NO. 8605.
8. The Scrutinizer will submit her report to the Chairman or any other person authorized by him on or before **Tuesday, February 11, 2025**, after completion of the scrutiny of the e-voting process, who shall countersign the same.
9. The results of Postal Ballot will be declared on or before **Sunday, February 09, 2025** by **05:00 P.M. (IST)**. The results of Postal Ballot along with the Scrutinizer's report will also be hosted on the Company's website viz. <https://supremefacility.com> and on KFin's website viz. <https://evoting.kfintech.com>. The result will be simultaneously communicated to BSE and NSE.
10. The resolutions, if passed, shall be deemed to have been passed as if the same have been passed at a general meeting of the Members convened in that behalf. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting facility, i.e. **Sunday, February 09, 2025**.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [compliance@supremefacility.com](mailto:compliance@supremefacility.com) from their registered e-mail address mentioning their names, folio numbers/DP ID and Client ID, during the e-voting period of the postal ballot.
12. Manner of Registering/Updating email address:
  - Members holding shares in dematerialized mode, are requested to register their email address and mobile number with their relevant depository through their depository participants.
13. The General Instructions for Members voting electronically are as under:

**A. Login Method for Individual Members holding Shares of the Company in Demat mode through National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'):**

In terms of SEBI circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility.

<p>Individual Members holding securities in Demat mode with CDSL</p>	<ul style="list-style-type: none"> <li data-bbox="483 118 1422 360">i. Users who have opted for CDSL <b>Easi / Easiest facility</b>, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to <b>Easi/ Easiest</b> are requested to visit cdsi website <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login icon &amp; New System <b>Myeasi</b> Tab and then use your existing <b>Myeasi</b> username &amp; password.</li> <li data-bbox="483 360 1422 645">ii. After successful login the <b>Easi/ Easiest</b> user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting Service Provider for casting their 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> <li data-bbox="483 645 1422 763">iii. If the user is not registered for <b>Easi/Easiest</b>, option to register is available at <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li data-bbox="483 763 1422 1055">iv. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from an e-voting link available on <a href="http://www.cdslindia.com">http://www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ul>
<p>Individual Members holding securities in Demat mode with NSDL</p>	<ul style="list-style-type: none"> <li data-bbox="483 1055 1422 1344">i. If you are already registered for NSDL <b>IDeAS</b> facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section. A new screen will open and you will have to enter your User ID and Password. After</li> </ul>

	<p>successful authentication, you will be able to see e-voting services under value added services. Click on <b>"Access to e-Voting"</b> under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>ii. If the user is not registered for <b>IDeAS e-Services</b>, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>"Register Online for IDeAS"</b> portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>iii. Alternatively, user can visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon <b>"Login"</b> which is available under <b>'Shareholders/Member'</b> section. A new screen will open and you will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>iv. Members can also download NSDL mobile App <b>'NSDL Speede'</b> facility by scanning the QR Code mentioned below for seamless voting experience.</p> <div data-bbox="692 1115 1200 1375" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>

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



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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800-309-4001</b> .
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: <b>022-4886 7000</b> .

**A. Login method for e-voting for members holding shares in physical mode and non- individual members holding shares in demat form through Kfin e-voting system:**

- i. Members should log on to the e-voting website: <https://evoting.kfintech.com>.
  - Enter the login credentials i.e., user id and password mentioned below: For Members holding shares in Demat form:
    - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - b) For CDSL: 16 digits beneficiary ID
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

You need to login again with the new credentials.
- iv. On successful login, the system will prompt you to select the event number for Supreme Facility Management Limited i.e.
- v. On the voting page, the number of shares as held by the member as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolutions, then enter all shares and click "**FOR**"/ "**AGAINST**" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "**FOR**" and partially in "**AGAINST**" but the total number in "**FOR**"/ "**AGAINST**" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option "**ABSTAIN**" in case you wish to abstain from voting. If you do not indicate either "**FOR**" or "**AGAINST**" it will be treated as "**ABSTAIN**" and the shares held will not be counted under either head.
- vi. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on "**SUBMIT**". A confirmation box will be displayed. Click "**OK**" to confirm else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, members can login any number of times till they have

voted on the resolution.

- ix. In case of any query/grievance in respect of e-voting - Members may refer to the Help & FAQs section/ e-voting user manual available at the "Downloads" section at <https://evoting.kfintech.com> or contact Shri Mohammed Shanoor, KFin Technologies Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500032, Toll Free No.: **1800-309-4001**, E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

(B). Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently on whom, the Postal Ballot Notice and e-voting instructions cannot be served, will have to follow the following process:

Member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot and the e-voting instructions.

Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:

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> 1234567890

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 a password.

Members may call K-fintech toll free number 1-800-309-4001 for all e-voting related matters. Members may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for all e-voting related matters.

If the member is already registered with K-fintech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

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 below.

#### **CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

Members are requested to note the following contact details for addressing e-voting related grievances:

Mr. Mohammed Shanoor KFin Technologies Limited

Selenium Tower B, Plot 31 & 32,

Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032

Toll-free No.: 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](mailto:einward.ris@kfintech.com)

## **EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out all material facts relating to Special Businesses mentioned in the Postal Ballot Notice:

### **Item No. 1:**

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the SEBI LODR, the appointment of an Independent Director of a listed entity shall be approved by Members by way of Special resolution.

Accordingly, the item for appointment of Prof. Asha Kaul as an Independent Director is being proposed for approval of the Members by way of passing Special resolution through postal ballot.

Brief Profile of Prof. Kaul is as follows:

Asha Kaul is Professor in the Communication Area at the Indian Institute of Management, Ahmedabad (IIMA). She joined IIMA in 2002 and has occupied some key administrative positions as Chairperson, Communication Area; Warden and Placement Chairperson.

She has been the recipient of many awards. She was felicitated with the "Best Professor – Communications" award by the Golden AIM Awards in June, 2020. She was awarded the citation for "100 Most Dedicated Professors", 2019; "Prof. Indira Parikh 50 Women in Education Leaders" by World Education Congress, 2018. She has been recognized as one of the 50 Indian management thinkers who had made an impact on the theory of management and practice in the year 2015. She has won the A. P. Chowdappa Memorial Award for Excellence in Communication in the Academic Sector for the year 2014-15. She was awarded the prize for being one of the best-selling authors of Prentice Hall of India for the book: Kaul, A (2009). *Business Communication* (2nd edition), New Delhi: Prentice Hall of India. She has co-authored the book titled Demystifying Leadership: Unveiling the Mahabharata Code, which has been adjudged as the Business Book of the Year 2022 by FICCI.

She has served as an Independent Director on the Board of OIL India Ltd. and was the Chairperson of their CSR and N & R Committees. Presently she serves as an Independent Director on the Boards of HPCL-Mittal Energy Limited and HPCL-Mittal Pipelines Limited. She was a Member of the High-Level Committee for Centre of Excellence for recommendation of Institutions/University to the status of Centre of Excellence by the Education Department, Government of Gujarat and the Honourable President of India's nominee to the Executive Council of Central University of Gujarat. She is also on the Academic Council of various Institutes.

She obtained her doctorate in stylistics from the Indian Institute of Technology, Kanpur in 1990. She is the author of many books, papers and cases published in peer-reviewed national and international journals.

### **Item No. 2**

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the Objects Clause of the Memorandum of Association of the Company ('MOA'), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities. The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company. The "Main Object" clause of the MOA of the Company is being amended by inserting new clause 3. The Board at its meeting held on January 07, 2025 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same. The draft copy of the Memorandum of Association of the Company

with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours.

The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item No. 2 of the Notice for approval of the Members.

**For and on Behalf of  
Supreme Facility Management Limited**

**Sd/-  
Rajendra Lalasaheb Shinde  
Managing Director  
DIN: 02053237**

**Annexure-I**

**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
I.	Name of Director	Asha Kaul
II.	DIN	06987839
III.	Age	65 years approx.
IV.	Qualification	Educational qualification: PH.D from IIT Kanpur
V.	Experience	40+ years of experience
VI.	A brief resume of the director	<p>Asha Kaul is Professor in the Communication Area at the Indian Institute of Management, Ahmedabad (IIMA). She joined IIMA in 2002 and has occupied some key administrative positions as Chairperson, Communication Area; Warden and Placement Chairperson.</p> <p>She has been the recipient of many awards. She was felicitated with the "Best Professor – Communications" award by the Golden AIM Awards in June, 2020. She was awarded the citation for "100 Most Dedicated Professors", 2019; "Prof. Indira Parikh 50 Women in Education Leaders" by World Education Congress, 2018. She has been recognized as one of the 50 Indian management thinkers who had made an impact on the theory of management and practice in the year 2015.</p>
VII.	Terms and conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mrs. Asha Kaul is proposed to be appointed as non-executive Independent Director with effect from date of passing resolution through Postal ballot and shall not liable to retire by rotation, for a tenure of 5 years. She will be paid sitting fees and other remuneration as decided by board from time to time with necessary approval.
VIII.	Date of first appointment on the Board and term	for the first term of five (5) years.
IX.	Shareholding in the listed entity, including shareholding as a beneficial owner	Nil
X.	Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	Not related to any of the Directors, Manager and Key Managerial Personal
XI.	Number of Meetings of the Board attended during the year	Nil
XII.	Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil

Sr. No.	Particulars	Details
XIII.	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years;	Nil
XIV.	In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Yes, Mrs. Asha Kaul do possess all the require skill set for the said position.
XV.	Nature of expertise in specific functional areas	Finance, Business Development Profit Centre Operations/ Budgeting Risk Management, etc.