

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L45202PB1974PLC003516

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCP0383K

(ii) (a) Name of the company

SAL AUTOMOTIVE LIMITED

(b) Registered office address

C-127, 4TH FLOOR, SAT GURU INFOTECH  
INDUSTRIAL AREA, PHASE-VIII, SAS NAGAR  
MOHALI  
Mohali  
Punjab  
160062

(c) \*e-mail ID of the company

kaushik.gagan@salautomotive

(d) \*Telephone number with STD code

01724650377

(e) Website

(iii) Date of Incorporation

20/11/1974

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	Bombay Stock Exchange	1

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS  
1ST FLOOR

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments, . . . . .	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	B4S SOLUTIONS PRIVATE LIMIT	U74920DL1999PTC099070	Holding	75

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL**

**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	3,000,000	2,397,713	2,397,713	2,397,713
Total amount of equity shares (in Rupees)	30,000,000	23,977,130	23,977,130	23,977,130

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share Capital				
Number of equity shares	3,000,000	2,397,713	2,397,713	2,397,713
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	30,000,000	23,977,130	23,977,130	23,977,130

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	50,000	0	0	0
Total amount of preference shares (in rupees)	5,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Re redeemable Cumulative Preference Share				
Number of preference shares	50,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	5,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	14,074	2,383,639	2397713	23,977,130	23,977,130	

<b>Increase during the year</b>	0	0	0	5,460	5,460	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				5,460	5,460	
Conversion of Physical shares into Demat						
<b>Decrease during the year</b>	0	0	0	5,460	5,460	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				5,460	5,460	
Conversion of Physical shares into Demat						
<b>At the end of the year</b>	14,074	2,383,639	2397713	23,977,130	23,977,130	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	26/09/2022	
Date of registration of transfer (Date Month Year)	16/11/2022	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	25	Amount per Share/ Debenture/Unit (in Rs.) 10

Ledger Folio of Transferor

N0000024

Transferor's Name	ROHILLA		N.K.
	Surname	middle name	first name
Ledger Folio of Transferee	00001021		
Transferee's Name	ROHILLA	KUMAR	NARINDER
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

3,037,892,035

**(ii) Net worth of the Company**

349,468,306

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,798,285	75	0	
10.	Others	0	0	0	
	<b>Total</b>	1,798,285	75	0	0

**Total number of shareholders (promoters)**

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	433,153	18.07	0	
	(ii) Non-resident Indian (NRI)	733	0.03	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	106,389	4.44	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	44,585	1.86	0	
10.	Others IEPF	14,568	0.61	0	
	<b>Total</b>	599,428	25.01	0	0

**Total number of shareholders (other than promoters)** 1,487

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 1,488

#### **VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	1,541	1,487
Debenture holders	0	0

#### **VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

##### **(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	2	1	2	0	0
<b>B. Non-Promoter</b>	0	2	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	4	1	4	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

7

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Rama Kant Sharma	00640581	Managing Director	0	
Jamil Ahmad	07171910	Director	0	
Rajiv Sharma	07418337	Director	0	
Namrata Jain	07310940	Whole-time director	0	
Kailash Nath Agarwal	08829437	Director	0	
Gagan Kaushik	AMWPK7984R	Company Secretary	10	
Jagdish Lal Rajeha	ABHPL0469Q	CFO	0	04/04/2023

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Namrata Jain	07310940	Whole-time director	11/11/2022	Executive Director Finance (Whole T

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	26/09/2022	1,645	48	75.25

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2022	5	5	100
2	10/08/2022	5	5	100
3	11/11/2022	5	5	100
4	21/12/2022	5	5	100
5	13/02/2023	5	5	100

#### C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	3	3	100
2	Audit Committee	10/08/2022	3	3	100
3	Audit Committee	11/11/2022	3	3	100
4	Audit Committee	05/01/2023	3	3	100
5	Audit Committee	13/02/2023	3	3	100
6	Stakeholder Review	07/05/2022	3	3	100
7	Stakeholder Review	24/08/2022	3	3	100
8	Stakeholder Review	16/11/2022	3	3	100
9	Nomination and Remuneration Committee	10/08/2022	3	3	100
10	Nomination and Remuneration Committee	05/11/2022	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 12/09/2023 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Rama Kant Shukla	5	5	100	8	8	100	Yes

2	Jamil Ahmad	5	5	100	5	5	100	Yes
3	Rajiv Sharma	5	5	100	7	7	100	Yes
4	Namrata Jain	5	5	100	0	0	0	Yes
5	Kailash Nath A	5	5	100	10	10	100	Yes

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rama Kant Sharma	Managing Director	10,800,000	0	0	0	10,800,000
2	Namrata Jain	Whole Time Director	1,085,000	0	0	0	1,085,000
	Total		11,885,000	0	0	0	11,885,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Gagan Kaushik	Company Secretary	1,237,000	0	0	0	1,237,000
2	Jagdish Lal Raheja	CFO	2,885,000	0	0	0	2,885,000
	Total		4,122,000	0	0	0	4,122,000

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajiv Sharma	Director	0	0	0	530,000	530,000
2	Kailash Nath Agarwal	Director	0	0	0	538,000	538,000
	Total		0	0	0	1,068,000	1,068,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

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Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ajay Arora

Whether associate or fellow

Associate  Fellow

Certificate of practice number

993

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. . .

240.25

dated

26/05/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director



DIN of the director

00640581

**To be digitally signed by**



Company Secretary  
 Company secretary in practice

Membership number

8080

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach  
Attach  
Attach  
Attach

**List of attachments**

SAL - MGT - 8\_2022-23.pdf  
SAL - Share Transfer Detail.pdf

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**FORM NO. MGT-8**

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]*

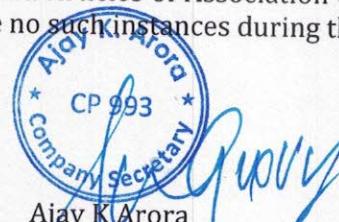
**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records, books, and papers of **SAL AUTOMOTIVE LIMITED** (*formerly known as Swaraj Automotives Limited*)(the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- a. the annual return states the facts as at the close of the aforesaid financial year correctly and adequately.
- b. during the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of :
  1. its status under the Act;
  2. maintenance of registers/records & making entries therein within the time prescribed thereof;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, and other relevant authorities within/beyond the prescribed time ;
  4. calling/convening/holding meetings of Board of directors or its committees, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Books/registers maintained for the purpose and the same have been signed ;
  5. closure of register of members,
  6. advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act : Not Applicable, as no such loans or advances given during the financial year.
  7. contracts/arrangements with related parties as specified in section 188 of the Act ;
  8. transfer or transmission of shares; however there were no instances of issue or allotment or buy back or alteration or reduction of share capital / conversion of shares during the financial year.



9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act: Not Applicable, as no rights of shareholders kept in abeyance during the financial year.
10. declaration/ payment of dividend; transfer of unpaid/unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. signing of audited financial statements as per the provisions of section 134 of the Act and report of directors as per sub - sections (3), (4) and (5) thereof;
12. constitution/appointment/re-appointments/retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them ;
13. re-appointment of auditors as per the provisions of section 139 of the Act ;
14. approvals required to be taken from the Registrar, and such other relevant authorities under the various provisions of the Act ;
15. acceptance/ renewal/ repayment of deposits: Not Applicable, as the company has neither accepted nor renewed any deposits during the year.
16. Borrowing from Banks; However, there were no instances of borrowing from directors, members and public financial institutions during the financial year.
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act: Not Applicable, as the company has not extended any loan, given guarantee, provided security or made investments under the ambit of Section 186.
18. alteration of the provisions of the Memorandum and Articles of Association during the period under review. Not applicable, as there were no such instances during the year.



Ajay K Arora  
FCS: 2191  
C.P No.: 993

Date: 27.10.2023

Place : Chandigarh

UDIN: F002191E001482274

Peer Review Cer No.: 2120/2022