

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 46th Annual General Meeting of SAL Automotive Limited ("Company") will be held on Monday, 20th September, 2021 at 3.00 PM through Video Conferencing (VC) to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of the Auditors' and the Directors' thereon.
2. To declare dividend @ 35% (Rs.3.50 /Equity Share) for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Mr. Jamil Ahmad (DIN: 07171910) who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration No. 000350, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022, amounting to Rs. 50,000/- (Rupees Fifty thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit, be and is hereby ratified and confirmed.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196,197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions, the approval of members of the Company be and is hereby accorded for the reappointment Mr. Rama Kant Sharma (DIN 00640581), aged 58 years, as the managing director of the Company from 4th February, 2022 for a period of 5 years, not liable to be retire by rotation and on the terms and conditions including remuneration as specified in the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 annexed to this notice.

FURTHER RESOLVED THAT the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the

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powers conferred on the Board by this Resolution) be authorized to revise the terms and conditions of the appointment of Mr. Rama Kant Sharma including but not limited to remuneration, subject to the limits as aforesaid including any statutory modification(s) or re-enactment thereof, without requiring to obtain the approval of shareholders any further.

FURTHER RESOLVED THAT where in any financial year during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company may pay to the appointee, remuneration payable as aforesaid shall be the minimum remuneration, without requiring to obtain the approval of shareholders any further.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

Regd. Office :

C-127, IV Floor, Satguru Infotech

Phase-VIII, Industrial Area,

S.A.S. Nagar (Mohali), Punjab - 160 062

BY ORDER OF THE BOARD

Tel: 0172-4650377, Fax: 0172-4650377

(GAGAN KAUSHIK)

Email: kaushik.gagan@salautomotive.in

Company Secretary

Website: www.salautomotive.in

Membership No. F8080

CIN: L45202PB1974PLC003516

Ghaziabad, 13th Aug, 2021

**NOTES**

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business set out in the Notice is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular Nos. 14/2020 (dated April 08, 2020), 17/2020 (dated April 13, 2020), 20/2020 (dated May 5, 2020) and 02/2021 (January 13, 2021) (Collectively referred to as MCA Circulars), SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/70 dated May 12, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars"), issued by the Ministry of Corporate Affairs (MCA), this Annual General Meeting of the Company is to be held through video conferencing (VC) and members of the Company joining through VC shall be reckoned for the purpose of quorum under section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-voting/electronic system.
3. In accordance with the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. The proxy form and attendance slip are thereby not forming part of this Notice.
4. As per the MCA Circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report 2020-21 including financial statements (along with Board's report, Auditor's report or other documents required to be attached therewith), shall be sent only by email to the members (at their registered email) as on 13th August, 2021 and to all other persons so entitled. Accordingly, the copy of Annual Report 2020-21 along with notice of the AGM is being sent through email to those members who have registered their email addresses with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA).

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [salautomotive.in](http://salautomotive.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Those members whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent i.e. MCS Share Transfer Agent Limited by writing an email either to the R&TA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or to the Company at [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in) carrying the following details:
  - I. Name as registered with the R&TA;
  - II. Address;
  - III. E- mail;
  - IV. Copy of PAN;
  - V. DPID/Client ID or Folio Number; and
  - VI. Number of shares held.
7. Post successful registration of the email, the member would get soft copy of the Annual Report 2020-21 along with Notice of the AGM containing the procedure for e-voting along with the User ID and Password to enable casting of vote through remote e-voting or electronic voting at the AGM. In case of any queries, member may write to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in)
8. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
9. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
10. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
11. The Company has fixed 13th September, 2021 as the "Record Date" and from 14th September, 2021 to 20th September, 2021 as the book closure period for determining entitlement of Members to final dividend for the financial year ended March 31, 2021 and for the purpose of voting on the resolutions set out in the notice of AGM.
12. The dividend on Equity Shares, if declared at the Meeting, will be paid within 30 days from the date of declaration to those members whose names appear in the Register of Members and those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on close of the day on 13th September, 2021 (Record Date). For members whose banking details are not available for direct transfer of dividend, the Company will send dividend warrants/cheques through post once the postal services are resumed.
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are,

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therefore, requested to intimate any change in bank mandate to their Depository Participant.

Members may note that the Income Tax Act, 1961 (Act), as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company on or after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend at the prescribed tax rates. For the prescribed tax rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their PAN with the Company/MCS Share Transfer Agent Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) by 13th September, 2021. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com). The aforesaid declarations and documents need to be submitted by the members by 13th September, 2021.

Members holding shares in physical form who are desirous of receiving the dividend directly into their account may register the Electronic Clearing Service (ECS) mandate in the following manner

14. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of closure of previous financial year i.e. 31st March, 2021 on the website of the Company ([www.salautomotive.in](http://www.salautomotive.in)), as also on the website of the IEPF Authority.
15. Upon transfer of shared/dividend to IEPF, the Members will be able to claim these equity shares/dividend only from the IEPF Authority by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the "Web Form IEPF- 5".
16. Please note that the Notice calling the AGM along with Annual Report 2020-21 has also been uploaded on the website of the Company at [www.salautomotive.in](http://www.salautomotive.in) . The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the same is also available on the website of NDSL (agency for providing the Remote Voting facility) i.e. <https://www.evoting.nsdl.com>.
17. The documents referred in the explanatory statement, Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall, shall be open for inspection on the website of the Company at [www.salautomotive.in](http://www.salautomotive.in).
18. Information regarding particulars of the Director seeking appointment/ re-appointment in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, are annexed herewith this notice..
19. Members are informed that in case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.

20. Members having any question on financial statements or any agenda item proposed in the Notice of AGM are requested to send their queries at least 15 days in advance of the Meeting at the Company's registered office at C-127, IV Floor, Satguru Infotech, Phase-VIII, Industrial Area, S.A.S.Nagar (Mohali), Punjab - 160 071 or at E-mail Id: kaushik.gagan@salautomotive.in to enable the Company to collect the relevant information and redress the queries.
21. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R&TA for assistance in this regard.
22. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MCS in case the shares are held in physical form.
23. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with MCS. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
24. To support the "Green Initiative" members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with MCS in case the shares are held by them in physical form.
25. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Member(s) holding shares of the Company, either in electronic form or physical form are, therefore, requested to submit the PAN and provide Bank account details to their Depository Participants with whom they are maintaining their demat accounts (in case of shares in electronic form) and to the Company/R&TA (in case of shares are in physical form).
26. This AGM is being convened through VC and members may join the meeting 15 minutes before and after the scheduled time of the commencement of the meeting by following the points mentioned below:
  - i. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under members/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  - ii. Members are encouraged to join the Meeting through Laptops for better experience.
  - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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- v. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at kaushik.gagan@salautomotive.in on or before 13th September, 2021. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM.  
The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
- vi. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
- vii. Those members who have registered themselves as a "speaker shareholder" will only be allowed to express their views/ask questions during the meeting.
- viii. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

27. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

The remote e-voting period begins on 17th September, 2021 at 9:00 A.M. and ends on 19th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 13th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 13th September, 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. 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 "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cDSLindia.com/myeasi/home/login">https://web.cDSLindia.com/myeasi/home/login</a> or <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cDSLindia.com/myeasi/Registration/EasiRegistration">https://web.cDSLindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cDSLindia.com">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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders 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.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders 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 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Type of shareholders	Login Method
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com/).

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- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms Pallavi Mhatre, Manager, 022-24994545 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [kaushik.gagan@salamotivational.in](mailto:kaushik.gagan@salamotivational.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC link" placed under "Join General meeting" menu against company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [kaushik.gagan@salamotivational.in](mailto:kaushik.gagan@salamotivational.in). The same will be replied by the company suitably.

**OTHER INSTRUCTIONS:**

1. Mr. Ajay K Arora, Practicing Company Secretary (Membership No.2191), Proprietor - M/s. A. Arora & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

**SAL AUTOMOTIVE LIMITED**

(Formerly Swaraj Automotives Limited)

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2. The Scrutinizer shall immediately after the conclusion of electronic voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
3. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 2 working days of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.salautomotive.in](http://www.salautomotive.in) and on the website of NSDL.
4. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.
5. Since the AGM will be held through VC, the Route Map, proxy form and attendance slip are not annexed in this notice.

Regd. Office :  
C-127, IV Floor, Satguru Infotech  
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Tel: 0172-4650377, Fax: 0172-4650377  
Email: [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in)  
Website: [www.salautomotive.in](http://www.salautomotive.in)  
CIN: L45202PB1974PLC003516  
Ghaziabad, 13th Aug, 2021

BY ORDER OF THE BOARD

(GAGAN KAUSHIK)  
Company Secretary  
F8080

**ANNEXURE TO NOTICE****Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the items of the Special Business****Item No. 4**

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s Aggarwal Vimal & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2022 and subject to the ratification by the members, approved a remuneration of Rs. 50,000/- (Rupees Fifty thousand only) plus applicable taxes and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2022.

The Board recommends the resolution under item no (4) for approval of members of the Company by way of an ordinary resolution.

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

**Item No. 5**

The members in the meeting held on 13th September, 2019 approved the appointment of Mr. Rama Kant Sharma as Managing Director of the Company for a period of 3 years with effect from 4th February, 2019 at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board thereafter.

Mr. R.K. Sharma is a Law Graduate and having 35 years of corporate experience. He is currently Director in b4S Solutions Pvt. Ltd., a leading manpower provider dealing in consultancy, outsourcing, and managing operations & maintenance in telecom industry. Since Mr. Rama Kant Sharma assumed the office of Managing Director, the Company has made all-round progress. He is spearheading the Company. However, during last 5 years of his tenure, there has been no increase in the remuneration, in spite of his regular involvement in day to day affairs of the Company. The Board is of the view that Mr. Sharma's knowledge and experience will continue to be of immense value to the Company.

Furthermore, on the recommendation of Nomination and Remuneration Committee and subject to the approval of the Members at the Annual General Meeting, the Board of Directors in their meeting held on 13th August, 2021 approved the re-appointment of Mr. R.K. Sharma, as Managing Director for a period of 5 years with effect from 4th February, 2022 i.e. after expiry of the current tenure.

Keeping in the view of his performance and experience, the remuneration payable to him is also proposed to be revised the remuneration.

During the financial year ended March 31, 2021, the profits of the Company may not be adequate due to COVID impact and therefore the remuneration payable to the Managing Director would exceed the limits prescribed under the relevant provisions of the Companies Act, 2013. Consequent to which, the remuneration has to be paid in compliance with the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

The proposed remuneration of Mr. R.K Sharma is tabled below:

For the period 12th February, 2021 to 3rd February, 2022		From 4th February, 2022, up to 3rd February, 2024	
Particular	Amount	Particular	Amount
Basic Salary	3,00,000/- per month	Basic Salary	3,00,000/- per month
Other allowance and perquisite	6,00,000/- per month	Other allowance and perquisite	6,00,000/- per month
Company Car for official purpose		Other benefits/ reimbursement(s)	Any other benefits/ reimbursement(s) admissible to the Senior Officers of the Company as per Rules of the Company, from time to time.
		Company Car for official purpose	

Mr. R.K. Sharma is not debarred from being appointed as a Director pursuant to order of SEBI or any other authority.

The Board recommends the resolution under item no (5) for approval of members of the Company by way of a Special resolution.

**SAL AUTOMOTIVE LIMITED***(Formerly Swaraj Automotives Limited)*

None of the Directors except Mr. R.K. Sharma (whose interest is only to the extent of appointment and remuneration as Managing Director), Key Managerial Personnel or relatives of Directors or Key Managerial personnel have any interest financial or otherwise in the said resolution.

Requisite disclosures as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the Corresponding Rules, is given hereunder:

**I. General Information:**

1. Nature of Industry: Automotive (Manufacturing)
2. Date or expected date of commencement of commercial production: Not Applicable, since the Company has already commenced the business activity.
3. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

<b>Particulars</b>	<b>2020 -21 (INR in Cr)</b>
Total Income	95.95
Depreciation	1.54
Tax expense	0.06
Total Expenses	94.92
Net Profit/(Loss)	0.97
Paid-up Capital	2.40
Reserves & Surplus	31.16

5. Foreign Investment or Collaboration, if any: Nil

**II. Information about the appointee:**

1. Background Details: As provided above.
2. Past Remuneration: Rs. 100,000 per month, for further details please refer Corporate Governance Report forming part of the Annual Report.
3. Recognition or Awards: He is being awarded visionary leaders of the decade (Manpower Security and Operations & maintenance in telecom industry) by HRD ministry in 2019, Pride of the nation by Home Ministry for CSR activities in 2018, and Mahatma Gandhi Samman by NRI Welfare Society of India at House of Commons, London.
4. Job Profile and his suitability: Mr. R K Sharma, Managing Director, is responsible for day-to-day management & strategic decisions of the Company, subject to overall superintendence, control and direction of the Board of Directors. He has brought the Company to great achievements. Taking into consideration his qualifications and expertise in the business segment and, he is best suited for the responsibilities of current assigned role.
5. Remuneration Proposed for the FY 2020-21: As detailed in Resolution and explanatory statement as above
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): With increased size and turnover, it is also imperative for any related sector company to have highly experienced professionals having specialized knowledge and skills to understand and project the market trend, consumer behavior, consumption pattern and many relevant indicators for better product mix. It also requires expertise for appropriate fund allocation, optimum utilization

of various resources in the business. He has successfully proved his expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them is justified commensurate with other organizations of the similar type, size and nature in the industry.

7. Pecuniary Relationship directly or indirectly with the company or relationship with managerial personnel, if any: Nil

**III. Other Information:**

1. Reason of loss or inadequate profits: Due to Covid- 19 pandemic and expansion plans of the Company.
2. Steps taken or proposed to be taken for improvement: Company is working on diversifying its product range along with control over the expenses.
3. Expected Increase in productivity and profits in measurable terms:

The Company has been able to focus very heavily on the cost reduction in the last 12 - 18 months while maintaining the same volumes of the business and the growth pattern, the Company expects to deliver much condensed losses for the financial year ending March 2022 and going forward.

Regd. Office :  
C-127, IV Floor, Satguru Infotech  
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Email: kaushik.gagan@salautomotive.in  
Website: [www.salautomotive.in](http://www.salautomotive.in)  
CIN: L45202PB1974PLC003516

BY ORDER OF THE BOARD

(GAGAN KAUSHIK)  
Company Secretary  
F8080

Ghaziabad, 13th Aug, 2021

**SAL AUTOMOTIVE LIMITED***(Formerly Swaraj Automotives Limited)***Annexure-A**

**Disclosure with respect to appointment / re-appointment of Directors as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2.**

Name	Mr. Jamil Ahmad	Mr. R.K. Sharma
Date of birth	04-07-1950	01-07-1963
Age	71	58
Date of appointment/ re-appointment	3rd February, 2016	4th February, 2019
Qualification	B. Tech (mechanical)	PGDBM, LLB, BSC.
Details of remuneration sought to be paid	Nil	As above
Nationality	INDIAN	INDIAN
Experience	45 years, retired IRS	35 years
Expertise in specific functional areas	Income tax, corporate laws, Management	Law, Management, HR and Finance
Date of first appointment on the Board of the Company	3rd February, 2016	3rd February, 2016
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid (Rotational) Director	Re-appointment as a Non- Executive, Non-Independent	As detailed in item no.5 to this notice
Last drawn remuneration, if applicable	Nil	Rs. 1,00,000 p.m.
Details of remuneration sought to be paid	-	As detailed in explanatory statement
No. of Board meetings attended during the year 20-21	5	5
Name(s) of the other Companies in which Directorship held including membership/ chairman of any committee ( Audit / SRC)	Nil	<ol style="list-style-type: none"> <li>1. b4S Solutions Private Limited</li> <li>2. SAB motors Private Limited</li> <li>3. ASB automobiles private Limited</li> <li>4. b4S infratech Private Limited</li> <li>5. Insulation and Electrical Products Private Limited</li> <li>6. b4S motors private Limited</li> <li>7. Bhardwaj Packaging and Components Private Limited</li> <li>8. Vascoda Holiday Resort Private Limited</li> </ol>
Number of Shares held in the Company (including shareholders as a beneficial owner)	Nil	He is one of the beneficial owner of the Company i.e. SAL automotive Limited
Relationship with other directors, Manager, key managerial personnel of the Company	None	None