

SWARAJ AUTOMOTIVES LIMITED

Works :
Kakrala Rd. Nabha-147201
Distt. Patiala, Punjab (INDIA)
Ph.: 01765-222163 & 221286
E-mail : info@swarajautomotive.com
CIN : L45202PB1974PLC003516



02/SP/BSE
26th April, 2019

**The General Manager
Corp. Relationship Deptt.
BSE Ltd.**
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai

SUB: Notice of Extra-Ordinary General Meeting of the Members of the Company.

Dear Sir,

Please take note that an Extra-ordinary General Meeting of the Members of the Company ("EGM") is scheduled to be held on Friday, 24th Day of May, 2019 at 10:00 A.M. at Hotel Cama, SCF, -13-14, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059.

In terms of the applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of Notice calling the aforesaid EGM.

Kindly take the same on your records.

Thanking you

Yours faithfully
For Swaraj Automotives Limited


(Gagan Kaushik)
Company Secretary

Encl: As above

Works Dharwad: 183 / I, Belur Industrial Area, Dharwad, Distt. Dharwad, Karnataka -580011

Regd. Office : C-127, IV Floor, Satguru Infotech, Phase - VIII, Industrial Area, SAS Nagar (Mohali), Punjab - 160071

Website : www.swarajautomotive.com





Swaraj Automotives Limited

CIN No: L45202PB1974PLC003516

Registered Office: C-127, IV Floor, Satguru Infotech, Phase VIII,
Industrial Area, S.A.S. Nagar (Mohali) Punjab -160 071

Phone: 0172-4650377, **Fax:** 0172-4650377

E-mail: kaushik.gagan@swarajautomotive.com, **Website:** www.swarajautomotive.com

NOTICE

Notice is hereby given that the Extra-Ordinary General Meeting ("EOGM") of the Members of Swaraj Automotives Limited, will be held on Friday 24th Day of May, 2019 at 10: 00 A.M. at Hotel Cama, SCF,-13-14, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CHANGE THE NAME OF THE COMPANY AND CONSEQUENT AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock Exchange(s)/ appropriate regulatory and statutory authorities, consent be and is hereby accorded to change the name of the Company from "Swaraj Automotives Limited" to "SAL Automotive Limited".

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act, the name "Swaraj Automotives Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name "SAL Automotive Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, including power to sub-delegate, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of the business as set out in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. The instrument of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the EGM. A proxy form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority, as applicable.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No.
5. The Memorandum and the Articles of Association of the Company are available for inspection by the members at the Registered Office of the Company between 11.00 am and 1.00 pm on any working day of the Company, except

Saturday, up to the date of the meeting. The said documents shall also be available for inspection at the venue of the meeting.

6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names as per the Register of Members of the Company will be entitled to vote.
7. Electronic copy of the Notice is being sent to all the members whose email addresses are registered with the Company/ depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. The members may note that this Notice will also be available on the Company's website (www.swarajautomotive.com).
8. The route map showing directions to reach the venue of the EGM is annexed and forms part of this Notice.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by the National Securities Depository Limited (NSDL), on the resolution set forth in this Notice. The instructions for e-voting are given herein below. Resolution passed by members through e-voting is deemed to have been passed as if it has been passed at the EGM.
10. The Board of Directors has appointed Mr. Ajay Arora, Practicing Company Secretary (Membership No. 2191) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
11. The facility for voting, either through electronic voting system or polling paper shall also be made available at the EGM and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM.
12. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
13. The instructions for e-voting are as under:
 - A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company / Depositories):
 - i. Open the e-mail and open the PDF file, viz., "SALe-voting.pdf", attached with the e-mail with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder- Login.
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - vii. Select "EVEN" (E-voting Event Number) of Swaraj Automotive Limited which is 110629. Now you are ready for e-voting as 'Cast Vote' page opens.
 - viii. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - x. Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and/or authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ajaykcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.

- B. In case a member receives physical copy of the Notice of the EGM (for members whose e-mail addresses are not registered with the Company / Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sr. No. 13. A (ii) to (xii) above, to cast your vote.
- C. Other Instructions
- i. The e-voting period commences on 21st May, 2019 (9.00 A.M. IST) and ends on 23rd May, 2019 (5.00 P.M. IST). During this period, members holding shares either in physical form or in dematerialized form, as on 17th May, 2019, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on there solution is cast by a member, he/she shall not be allowed to change it subsequently or cast vote again.
 - ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through electronic voting system or polling paper.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then, he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
 - iv. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall counter sign the same.
 - v. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.swarajautomotive.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Sd/-

Gagan Kaushik

Company Secretary

SAS Nagar (Mohali), April 26, 2019

Registered Office:

C-127, IV Floor, Satguru Infotech, Industrial Area,
Phase VIII, S.A.S. Nagar (Mohali)-160071

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 1

Pursuant to the Agreement entered between B4S Solutions Private Limited ('B4S') and Mahindra and Mahindra Limited ('M&M'), B4S acquired the Company by purchasing the entire stake held by M&M in the year 2016. It was mutually agreed between the parties thereto that the current name of the Company shall be changed from the financial year 2019-20.

In reference to the covenants stated in the above said agreement, it has thus been proposed to change the name of the Company from "Swaraj Automotives Limited" to "SAL Automotive Limited" and the same has been duly approved in the Board Meeting dated 8th November, 2017. Furtherance to the stated proposal, the Company has received the no-objection in the availability of proposed name from the Central Registration Centre, Office of the Registrar of Companies, vide letter dated 28th March, 2019.

By virtue of the above change in the Name clause of the Company, it is consequently required to alter the Memorandum of Association and Articles of Association of the Company accordingly.

As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, hence, the Board of Directors recommends passing of the resolution as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested, financially or otherwise, in the Resolution.

By Order of the Board of Directors

Sd/-

Gagan Kaushik

Company Secretary

SAS Nagar (Mohali), April 26, 2019

Registered Office:

C-127, IV Floor, Satguru Infotech, Industrial Area,
Phase VIII, S.A.S. Nagar (Mohali)-160071



Swaraj Automotives Limited

CIN No: L45202PB1974PLC003516

Registered Office: C-127, IV Floor, Satguru Infotech, Phase VIII,
Industrial Area, S.A.S. Nagar (Mohali) Punjab -160 071

Phone: 0172-4650377, **Fax:** 0172-4650377

E-mail: kaushik.gagan@swarajautomotive.com, **Website:** www.swarajautomotive.com

ATTENDANCE SLIP

(To be presented at the entrance)

Extraordinary General Meeting on 24th Day of May, 2019 at 10:00 A.M.

at Hotel Cama, SCF-13-18, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059

Folio No. : DP ID No. : Client ID No. :

Name of the Member Signature.....

Name of the Proxyholder Signature.....

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the notice of the EGM for reference at the meeting.

Blank



Swaraj Automotives Limited

CIN No: L45202PB1974PLC003516

Registered Office: C-127, IV Floor, Satguru Infotech, Phase VIII, Industrial Area, S.A.S. Nagar (Mohali) Punjab -160 071

Phone: 0172-4650377, Fax: 0172-4650377

E-mail: kaushik.gagan@swarajautomotive.com, Website: www.swarajautomotive.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./ Client ID No.: DP ID No.:

I/We, being the member(s) of Shares of Swaraj Automotives Limited, hereby appoint

1. Name: E-mail Id:
Address:
..... Signature: : or failing him
2. Name: E-mail Id:
Address:
..... Signature: : or failing him
3. Name: E-mail Id:
Address:
..... Signature: :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EGM of the Company to be held on 24th May, 2019 at 10:00 A.M. at Hotel Cama, SCF-13-18, Sector-53, Phase-3A, S.A.S Nagar (Mohali), Punjab-160059 and at any adjournment thereof in respect of resolution as indicated below:

Resolution No.	Resolution	For	Against
1	To Change the Name of The Company and Consequent Amendments in The Memorandum and Articles of Association of the Company		

*I wish my above Proxy to vote in the manner indicated in the box below:

Signed this day of.....2019

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. * This is only optional. Please put a 'P' in the appropriate column against the resolutions indicated in the Box.
3. If you leave the 'For' or 'Against' column blank against the above resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing Proxy does not prevent a member from attending in person if he so wishes. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ROUTE MAP FOR EGM VENUE

Hotel CAMA, SCF-13-18, Phase-3A, Sector-53, S.A.S Nagar (Mohali), Punjab-160059

