



SAL AUTOMOTIVE LIMITED

CIN: L45202PB1974PLC003516

Regd. Office: C-127, 4th Floor, Sat Guru Infotech Industrial Area,
Phase-VIII, Sas Nagar, Mohali, Punjab, India, 160062

Website: www.salautomotive.in; **E-Mail:** kaushik.gagan@salautomotive.in

Telephone No: 01765-516809, 0172-4650377.

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013, (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the **Rules**"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("the **SS-2**"), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with General Circular Nos. 14/ 2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, latest being 09/ 2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), and other applicable laws, rules and regulations, that the resolution as set out in this notice, is proposed to be passed by the Shareholders through postal ballot by remote e-voting only ("**remote e-voting**").

Resolution No. 1

Appointment of Dr. Uttam Sahay (DIN: 08608518) as Non-Executive Independent Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of

the Board of Directors, Dr. Uttam Sahay (DIN: 08608518), who was appointed by the Board of Directors as an Additional Director (Non-Executive & Independent) of the Company, with effect from January 31, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years commencing from January 31, 2024 upto January 30, 2027.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution No. 2

Appointment of Mr. Rajiv Sharma (DIN: 07418337) as Non-Executive Director on the Board of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rajiv Sharma (DIN: 07418337), who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company, with effect from February 3, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation, effective from February 3, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Resolution No. 3

Approval of remuneration of Mr. Rama Kant Sharma as Managing Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, any other Rules, if any, made thereunder, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for payment of remuneration to Mr. Rama Kant Sharma (DIN: 00640581), who was appointed as the Managing Director of the Company by the members of the Company, during his remaining tenure i.e. w.e.f. 4th February, 2024 for a period of three (3) years till 3rd February, 2027, as detailed below:

Sl. No.	Particulars	Amount (in Rs.)
1	Basic Salary	3,00,000/- per month
2	Other allowance and perquisite	6,00,000/- per month
3	Other Benefits/ Reimbursements	Any other benefits/ reimbursement(s) admissible to the Senior Officers of the Company as per Rules of the Company, from time to time.
4	Company car for official purpose	As per the Company's Policy

RESOLVED FURTHER 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 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.

RESOLVED FURTHER 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.

RESOLVED FURTHER 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."

By Order of the Board

For **SAL Automotive Limited**

Sd/-

Gagan Kaushik

Company Secretary

M. No: F8080

Date: 07.03.2024

Place: Ghaziabad

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“**the Act**”) read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and other applicable provisions, if any, setting out material facts and reasons relating to the aforesaid resolution, is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 1st March, 2024, (“**Cut-off date**”) as received from National Securities Depository Limited (“**the NSDL**”) and Central Depository Services (India) Limited (“**the CDSL**”) (collectively referred to as “**Depositories**”).
3. Those members who have not yet registered their email addresses and consequently, have not received the Notice are requested to get their email addresses and mobile numbers registered by following the guidelines mentioned below:
 - i) Members holding shares in physical mode are hereby notified that pursuant to SEBI’s general circular no. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical shares can update/ register their contact details including the details of e-mail address by submitting the requisite Form ISR-1 along with the supporting documents with Registrar & Share Transfer Agent ('RTA') of the Company i.e. admin@mcsregistrars.com
 - ii) Members holding shares in dematerialized form are requested to register/ update their e-mail addresses with their respective DPs.
4. Members may also receive the electronic copy of this via. Writing to us at kaushik.gagan@salautomotive.in.
5. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date will only be entitled to vote on the Resolution set forth in this Notice. 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. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. The Notice will also be available on the website, of the Company at www.salautomotive.in, on the website of NSDL at www.evoting.nsdl.com and on the website of the stock exchange i.e. BSE limited at www.bseindia.com.
7. All relevant documents referred to in this Notice will be open/ available for inspection through electronic mode for the Members of the Company during working hours on all working days upto and including the last day for remote e-Voting i.e. Saturday, 6th April, 2024 Any member seeking to inspect the documents can send an e-mail to kaushik.gagan@salautomotive.in with subject line “Inspection of Documents” from their registered email address mentioning their Name, Folio Number/ DP ID & Client ID.
8. As per the MCA Circulars, physical copies of the Notice are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only.

9. In compliance with the MCA Circulars, Section 108 and 110 of the Act read with the Rules made thereunder and Regulation 44 of the SEBI LODR Regulations, the Company is providing remote e-voting facility to seek the approval of Shareholders of the Company for the resolution contained in this Notice. For this purpose, the Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Shareholders to cast their votes electronically (hereinafter referred to as the "remote e-Voting/ e-Voting"). The instructions for e-voting are provided as part of this Notice, the members are requested to read the e-voting instructions carefully before casting their vote.
10. The remote e-voting period begins on Friday, 8th March, 2024 at 9:00 A.M. and ends on Saturday, 6th April, 2024 at 5:00 P.M. The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date. Once the vote on the resolution is cast by the Shareholders, they shall not be allowed to change it subsequently or cast their vote again.
11. The Board of Directors ("the Board") of the Company have appointed Mr. Ajay K Arora, Practicing Company Secretary (Membership No. 2191) Proprietor of M/s A. Arora & Company, Company Secretaries, as Scrutinizer to scrutinise the remote e-voting process in a fair and transparent manner.
12. Upon completion of the scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairperson of the Company or to any other person authorized by him not later than two (2) working days from the conclusion of e-voting.
13. The results of e-voting will be announced, by the Chairperson of the Company or by any other person authorized by him in that behalf, on or before Tuesday, 9th April, 2024 and the same will be placed on the Company's website at www.salautomotive.in and on the website of NSDL at www.evoting.nsdl.com. The results shall also be communicated to the Stock Exchange i.e. BSE at www.bseindia.com.
14. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of the remote e-voting process i.e. Saturday, 6th April, 2024.
15. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/14 dated August 11, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/ her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines.

If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the weblink <https://smartodr.in/login>.

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

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 the NSDL e-voting system.

Step 2: Cast your vote electronically on NSDL e-voting system.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login”

	<p>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.</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>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/ Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users of Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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.

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 evoting@nsdl.com or call at toll free no.: 022 - 4886 7000.
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 helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
B) Login Method for e-Voting 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:

<i>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</i>	Your User ID is:
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 use 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.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 mail@bcscllp.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter, etc. by clicking on “Upload Board Resolution/ Authority Letter” displayed under “e-Voting” tab in their login.
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 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 or send a request at evoting@nsdl.com or contact Ms. Prajakta Pawle, Officer, NSDL at evoting@nsdl.com or call on toll free no.: 022 - 4886 7000 or write at NSDL, 4th floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting:

1. 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@salautomotive.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 for Individual shareholders holding securities in demat mode**.
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

INFORMATION AT A GLANCE

Particulars	Details
Cut-off date for E-voting	Friday, 1 st March, 2024
E-voting start time and date	Friday, 8 th March, 2024
E-voting end time and date	Saturday, 6 th April, 2024
E-voting website	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	Ms. Pallavi Mhatre, Manager, NSDL Address: NSDL, Trade World, 'A' wing, 4 th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013. Contact Details: 022 2499 4545 or send a request to evoting@nsdl.com
Name, address and contact details of Registrar and Transfer Agent	Mr. Amarjit, Sr. Manager, MCS Share Transfer Agent Limited Address: F-65, 1st Floor, Ma Anandmayee Marg, Okhla I, Okhla Industrial Estate, New Delhi, Delhi 110020 Contact Details: 011-41406149 or send a request to admin@mcsregistrars.com

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1:

As per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Board of Directors of the Company shall comprise of optimum combination of executive and non-executive Directors.

Consequent to the completion of second and final term of Mr. Rajiv Sharma as an Independent Director of the Company effective from February 2, 2024, the vacancy in office of an Independent Directors was required to be filled immediately from the completion of his term i.e February 2, 2024.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee of the Company approved the appointment Dr. Uttam Sahay (DIN: 08608518) as an Additional Director and designated him as Non-Executive Independent Director of the Company for a period of 3 (three) consecutive years, effective from January 31, 2024 subject to the approval of members of the Company.

In the opinion of the Board of Directors, Dr. Uttam Sahay possesses the skills and capabilities identified for the role of Independent Director of the Company. Nature of expertise/skills of, Dr. Uttam Sahay in specific areas are as follows:

- Leadership – Guiding as a leader, deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.
- Visioning and Strategic Planning – Understanding strategies for sustainable and profitable growth in the changing business environment. Ability to assess the strengths and weaknesses of the Company and advise on strategies to gain competitive advantage
- Regulatory requirements - Knowledge and experience in regulatory requirements affecting the Company.
- Governance - Strategic thinking, decision making and protecting interest of all stakeholders. Ability to identify key risks affecting the governance of the Company.

Further, as per Regulation 17 (1C) of the Listing Regulations, for appointment of a person on the Board of Directors, the approval of the shareholders of the Company shall be taken at the next general meeting or within three months from the date of appointment, whichever is earlier. In terms of Section 149 of the Companies Act, 2013 (“Act”) read with Schedule IV thereto and the Companies (Appointment and Qualifications of Directors) Rules 2014, an Independent Director can hold office for a period of up to five consecutive years and shall not be liable to retire by rotation. Therefore, the Board of Directors have recommended the appointment of Dr. Uttam Sahay as an Independent Director, not liable to retire by rotation, for a term of 3 (three) consecutive years, effective from January 31, 2024.

Dr. Uttam Sahay is the Ph.D. in Business Management, MBA, PG Diploma in HRM, M.A in Public Administration and BA- Political Science, and having more than 23 years as Head of HR in Vodafone Idea Ltd., Aditya Birla Group (2005-2019), worked with Jindal Vijaynagar Steels (Bangalore) in 1995 and Escotel Mobile Communication Ltd. He had worked as one of the Directors of Moreish Foods Ltd handling HR, Business Strategy, and New Projects etc.

The Company has received all statutory disclosures / declarations from Dr. Uttam Sahay, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and he is not debarred for being appointed as an Independent Director of the Company by any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, recommending Dr. Uttam Sahay to the office of Independent Director.

In the opinion of the Board of Directors, Dr. Uttam Sahay fulfils the conditions specified in the Act and Rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company. A copy of the draft letter for his appointment setting out the terms and conditions is available for electronic inspection by the members.

The resolution seeks the approval of members for the appointment of Dr. Uttam Sahay as an Independent Director of the Company for a term of three consecutive years effective from January 31, 2024 till January 30, 2027.

Dr. Uttam Sahay and his relatives (to the extent of their shareholding in the Company, if any) are deemed to be concerned and interested in this resolution.

Save as except provided above, no other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution.

The Board of Directors recommend the resolution set forth in the Notice for the approval of members as Special Resolution.

Details about Dr. Uttam Sahay as required under Regulation 36 of Listing Regulations and Secretarial Standards- II, is annexed herewith.

Item No. 2:

As per Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Board of Directors of the Company shall comprise of optimum combination of executive and non-executive Directors.

Consequent to the completion of second and final term of Mr. Rajiv Sharma as an Independent Director of the Company effective from February 2, 2024, and considering his extensive contribution towards the Company, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee of the Company approved the appointment Mr. Rajiv Sharma (DIN: 07418337) as an Additional Director (Non- Executive Non- Independent) of the Company for effective from February 3, 2024, liable to retire by rotation, subject to the approval of members of the Company.

As an Additional Director, Mr. Rajiv Sharma would hold the office of Director till the date of the next Annual General Meeting (“AGM”) or the last date upto which the AGM should have held. However, as per Regulation 17 (1C) of the Listing Regulations, for appointment of a person on the Board of Directors, the approval of the shareholders of the Company shall be taken at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the Board of Directors have recommended the appointment of Mr. Rajiv

Sharma as Non- Executive Non- Independent Director, liable to retire by rotation, effective from February 3, 2024.

Mr. Rajiv is Certified Public Accountant & Company Secretary and has total experience of over 30 years in the financial services sector. Mr. Sharma has also worked with Axis Private Equity, BTS Investment Advisors, IFCI Financial Services etc.

The Company has received all statutory disclosures / declarations from Mr. Rajiv, including (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 ("the Appointment Rules"), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he is not debarred for being appointed as Director of the Company by any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, recommending Mr. Rajiv to the office of Non-Executive Director.

In the opinion of the Board of Directors and based on their evaluation, Mr. Rajiv fulfils the conditions specified in the Act and Rules made thereunder and Listing Regulations for his appointment as Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Rajiv as Non-Executive Director of the Company, liable to retire by rotation, effective from February 3, 2024.

Mr. Rajiv and his relatives (to the extent of their shareholding in the Company, if any) are deemed to be concerned and interested in this resolution.

Save as except provided above, no other Director of the Company, Key Managerial Personnel or their relatives, is, in anyway concerned or interested in the proposed resolution.

The Board of Directors recommend the resolution set forth in the Notice for the approval of members as an Ordinary Resolution.

Details about Mr. Rajiv as required under Regulation 36 of Listing Regulations and Secretarial Standards- II, is annexed herewith.

Item No. 3:

The members in the meeting held on September 20, 2021, approved the re-appointment of Mr. Rama Kant Sharma as Managing Director of the Company for a period of five (5) years with effect from February 4, 2022 and fixed the remuneration till February 3, 2024.

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 and in his leadership company doubled its turnover and reached all time high revenue. The Board is of the view that Mr. Sharma's knowledge and experience will continue to be of immense value to the Company.

Keeping in the view of his performance and experience, upon the recommendation and approval of Nomination & Remuneration Committee and Board of Directors of the Company, it is proposed to revise the remuneration payable, as detailed in the resolution, to him for remaining period of his tenure i.e. three (3) years till February 3, 2027.

During the financial year ended March 31, 2024, the profits of the Company may not be adequate due to adverse market conditions 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.

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 (3) for approval of members of the Company by way of a Special resolution.

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:

Nature of Industry: Automotive (Manufacturing)

Date or expected date of commencement of commercial production: Not Applicable, since the Company has already commenced the business activity.

In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

Financial Performance based on given indicators:

		(Standalone) (Amount in Lakhs)		
Particulars	2022-23	2021-22	2020-21	
Total Income	30532	15212	9595	
Total Expenses	29912	15512	9510	
Net Profit/(Loss)	461	(238)	97	
Paid-up Capital	240	240	240	
Reserves & Surplus	3255	2794	3116	

Foreign Investments or collaborations, if any: The Company has not entered into any foreign collaboration and has not made any direct capital investment in the previous three financial years.

II. Information about the appointee:

Background Details: As provided above.

Past Remuneration: same as provided above, there is no any change.

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.

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.

Remuneration Proposed: As detailed in explanatory statement as above.

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: 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 behaviour, 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.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any: Apart from the remuneration proposed to be paid to Mr. R K Sharma as Managing Director, he has no pecuniary relationship with any other managerial personnel.

III. Other Information:

Reason of loss or inadequate profits: Due to adverse market conditions and expansion plans of the Company.

Steps taken or proposed to be taken for improvement: Company is working on diversifying its product range along with control over the expenses.

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 2025 and going forward.

By Order of the Board

For **SAL Automotive Limited**

Sd/-

Gagan Kaushik

Company Secretary

M. No: F8080

Date: 07.03.2024

Place: Ghaziabad

Brief Profile of Director and information required pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:

Name	Mr. Uttam Sahay	Mr. Rajiv Sharma	Mr. Rama Kant Sharma
DIN	08608518	07418337	00640581
Date of Birth (Age in Years)	January 03, 1966	January 08, 1964	July 01, 1963
Date of First Appointment to the Board	January 31, 2024	February 03, 2016	February 04, 2016
Brief Resume, Qualification Nature of Expertise and skill set require in specific functional areas	As detailed in explanatory statement		
Shareholding (as on the date of this Notice) in the Company either directly or in form of beneficial interest for any other person	Nil	Nil	75%*
Relationship with other Directors & KMP's	Nil	Nil	Nil
No. of Meetings of the Board attended during the year (From the Date of Current Appointment till the date of this notice)	One	One	Six
Directorships held in other Companies (Excluding Foreign Companies)	Nil	Nil	Nine

Listed Companies from which the person has resigned from the directorship in the past three years	Nil	Nil	Nil
Membership/ Chairmanship of Committees of other companies	Nil	Nil	Nil
Terms and conditions of appointment and Remuneration sought to be paid/ last drawn	Entitled for sitting fee for attending meetings of the Board or Committees thereof as may be approved by the Board of Directors of the Company from time to time	Entitled for sitting fee for attending meetings of the Board or Committees thereof as may be approved by the Board of Directors of the Company from time to time	As detailed in explanatory statement

* Held as beneficial Owner (Direct holding of B4s Solutions Pvt. Ltd.)

By Order of the Board

For **SAL Automotive Limited**

Sd/-

Gagan Kaushik

Company Secretary

M. No: F8080

Date: 07.03.2024

Place: Ghaziabad