

SAL AUTOMOTIVE LIMITED

Works :
Kakrala Road, Nabha-147201
Distt. Patiala, Punjab (INDIA)
Tel.: 01765-516870, 516816
E-mail : info@salautomotive.in
CIN : L45202PB1974PLC003516
GSTIN : 03AABCP0383K1ZL



SAL/02/SP/BSE/2024-25

10th February, 2025

BSE Limited
Corp Relationship Department
25 Floor, P J Towers,
Dalal Street, Mumbai 400001

Sub.: Intimation of Postal Ballot Notice of the Company.

Dear Sir,

The Postal Ballot Notice for seeking approval of members of the company by way of Special and Ordinary Resolutions for the Businesses as contained in the Postal Ballot Notice.

Please find enclosed herewith the Notice of Postal Ballot, which is also being sent through electronic mode to the Members of the Company.

The above notice is also being uploaded on the Company website www.salautomotive.in

You are requested to kindly take the same on records.

For **SAL Automotive Limited**

Gagan Kaushik
(General Counsel & Company Secretary)
F8080

Other Works : Dharwad (Karnataka), Rudrapur (Uttarakhand), Pune (Maharashtra)

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

Website : www.salautomotive.in





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, 09/ 2023 dated September 25, 2023 and subsequent circulars issued in this regard, latest being 09/ 2024 dated September 19, 2024 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

Increase in Authorized Share Capital of the Company and the consequent amendment to the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, and 64 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder, the consent of the members of the Company be and is hereby accorded to

increase the Authorized share capital of the Company from existing **Rs. 3,50,00,000/- (Rupees Three crores and fifty lacs only)** divided into **30,00,000 (Thirty lac)** equity shares of **Rs.10/- (Rupees ten only)** each and **50, 000 (Fifty thousand)** Redeemable Cumulative Preference shares of **Rs.100/- (Rupees one hundred)** each to **Rs. 10,50,00,000/- (Rupees Ten crores and fifty lacs only)** divided into **1,00,00,000 (One crore)** equity shares of **Rs.10/- (Rupees ten only)** each and **50,000 (Fifty thousand)** Redeemable Cumulative Preference shares of **Rs.100/- (Rupees one hundred)** each.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and are hereby deleted and substituted by the following:

“V. The Authorized Share Capital of the Company is Rs. 10,50,00,000/- (Rupees Ten crores and fifty lacs only) divided into 1,00,00,000 (One crore) equity shares of Rs.10/- (Rupees ten only) each and 50,000 (Fifty thousand) Redeemable Cumulative Preference shares of Rs.100/- (Rupees one hundred) each with the rights, privileges and condition attaching thereto as are provided by the regulations of the Company for the time being. The Company has power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital for the time being in to several classes and to attach there to respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the regulations of the Company for the time being.”

FURTHER RESOLVED THAT Mr. Rama Kant Sharma Director of the Company and/or Mr. Gagan Kaushik General Counsel & Company Secretary of the Company be and is hereby authorized to file the necessary documents pursuant to section 64(1) of the Companies Act, 2013 read with rule 15 of the Companies (Share Capital and Debentures) Rules 2014 with the concerned authorities including the registrar of companies, NCT of Delhi & Haryana and to do all such acts, deeds and things, in thier absolute discretion as they deem necessary, proper or desirable in order to give effect to the aforesaid resolution.”

Resolution No. 2

Issue of Bonus Shares to the existing shareholders at the ratio of 1:1

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, read with the relevant rules made thereunder, and in accordance with the provisions of the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions as may be required from appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded for capitalization of a sum of **Rs. 2,39,77,130/- (Rupees Two Crore Thirty Nine Lakhs Seventy Seven Thousand One Hundred and Thirty)** from the Company's free reserve or securities premium account or any other permitted reserves, as may be considered appropriate for the purpose of issue of bonus equity shares, and that the said amount be transferred to the Share Capital Account and be

applied for issue and allotment of bonus shares in the ratio 1:1 i.e. "1 (One) bonus equity share for every 1 (One) existing equity share" held by the Members of the Company, as on the record date to be determined by the Board of Directors of the Company (the "Board") including committee thereof, and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each of such member(s) and not as income.

RESOLVED FURTHER THAT the bonus equity shares of Rs. 10 each to be issued and allotted shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank *pari passu* in all respects and carry the same rights as the existing fully paid equity shares of the Company.

RESOLVED FURTHER THAT the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard.

RESOLVED FURTHER THAT, pursuant to SEBI (ICDR) Regulations, 2018 and Listing Regulations, 2015, the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Suspense Account opened in this regard, within such time as prescribed by law and the relevant authorities, subject to guidelines issued by SEBI in this regard. No letter of allotment shall be issued to the allottees of newly issued Bonus shares.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee of the Board of Directors constituted/existed for this purpose, be and is hereby authorised for deciding/approving the allotment/ issue of Bonus shares to the shareholders of the Company as on "Record Date" as may be fixed by the Company.

RESOLVED FURTHER THAT approval be and is hereby accorded for listing of the bonus shares at BSE Limited (the Stock Exchange) as per the statutory guidelines / regulations prescribed by SEBI and any other regulatory authority.

RESOLVED FURTHER THAT no fractional shares shall be issued, and the Board be and is hereby authorized to make suitable arrangements to deal with fractional entitlements as it may, in its absolute discretion, deem fit and appropriate, including rounding off to the nearest integer or dealing with fractional entitlements in accordance with applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps and to do all acts, deeds, and things necessary, proper, or expedient to give effect to this resolution, including but not limited to filing necessary documents with the statutory authorities and seeking requisite approvals as may be required in this regard, and to settle any questions or difficulties that may arise in the course of implementing this resolution."

By Order of the Board
For **SAL Automotive Limited**

Sd/-

Gagan Kaushik
Company Secretary
M. No: F8080

Date: 10.02.2025

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, 7th February, 2025, (“**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 circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07,, 2024, 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. Friday, 14th March, 2025. 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 Wednesday, 12th February, 2025 at 9:00 A.M. and ends on Friday, 14th March, 2025 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 16th March, 2025 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 Friday, 14th March, 2025.
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.	1. 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.

2. 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/IdeasDirectReg.jsp>
3. Visit 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**” 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.
4. Shareholders/ Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code

	<p>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. 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. 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.
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, which is “132998”, 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@bscslp.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, 7 th February, 2025
E-voting start time and date	Wednesday, 12 th February, 2025
E-voting end time and date	Monday, 14 th March, 2025
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:

With a view to share the prosperity with the shareholders, expand the retail shareholders base and increasing the liquidity of the equity shares of the Company, the Board of Directors (the 'Board') at their meeting held on 10th February, 2025, subject to the approval of the members of the Company has approved and recommended a bonus issue of 1:1 One equity share for every One existing equity share held as on the 'Record Date' to be determined by the Board and for the purpose of accommodating the proposed issue of Bonus equity shares, it is required to increase the authorized share capital of the Company.

Accordingly, the Board of Directors of the Company has proposed to increase the authorized share capital from the existing **Rs. 3,50,00,000/- (Rupees Three crores and fifty lacs only)** divided into **30,00,000 (Thirty lac)** equity shares of **Rs.10/- (Rupees ten only)** each and **50,000 (Fifty thousand)** Redeemable Cumulative Preference shares of **Rs.100/- (Rupees one hundred)** each to **Rs. 10,50,00,000/- (Rupees Ten crores and fifty lacs only)** divided into **1,00,00,000 (One crore)** equity shares of **Rs.10/- (Rupees ten only)** each and **50,000 (Fifty thousand)** Redeemable Cumulative Preference shares of **Rs.100/- (Rupees one hundred)** each.

Consequently, it is necessary to amend Clause V of the Memorandum of Association of the Company to reflect the increase in authorized share capital. The proposed resolution seeks the approval of members for:

1. **Increasing the authorized share capital of the Company.**
2. **Amending Clause V of the Memorandum of Association to reflect the revised authorized share capital.**

The Board of Directors recommends the resolution as set out in the Postal Ballot Notice for your approval as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No. 2:

With a view to share the prosperity with the shareholders, expand the retail shareholders base and increasing the liquidity of the equity shares of the Company, the Board of Directors (the 'Board') at their meeting held on 10th February, 2025, subject to the approval of the members of the Company has approved and recommended a bonus issue of 1:1 One equity share for every One existing equity share held as on the 'Record Date' to be determined by the Board/Committee.

The key details of the proposed bonus issue are as follows:

Ratio of Bonus Issue:

"1 (One) bonus equity share for every 1 (One) existing equity share held by the Members on the record date."

Source of Funds for Bonus Issue:

The bonus shares will be issued by capitalizing Rs. 2,39,77,130/- from the Company's reserves or securities premium account or other permitted reserves, as per the audited financial statements of the Company for the financial year ended 31st March, 2024.

Record Date:

The record date for determining the eligibility of shareholders to receive bonus shares will be decided by the Board of Directors after obtaining Members' approval.

Fractional Shares:

No fractional shares will be issued. Fractional entitlements, if any, will be rounded off or dealt with as deemed appropriate by the Board of Directors in accordance with applicable laws.

Ranking of Bonus Shares:

The bonus equity shares once allotted will rank pari passu in all respects with the existing fully paid-up equity shares of the Company, including entitlement to dividends, voting rights, and other benefits, if any.

Rationale for the Bonus Issue:

To reward existing shareholders by increasing the number of shares they hold.

To improve the liquidity and affordability of the Company's shares in the stock market.

To reflect the confidence of the Board in the Company's future growth and profitability.

Approval Requirements:

The issuance of bonus shares is subject to the approval of the Members by way of an Ordinary Resolution and any necessary approvals from the relevant regulatory authorities, as applicable.

Impact on Share Capital:

The existing paid-up share capital of the Company as on 10th February, 2025 is Rs. 2,39,77,130/- consisting of 2,39,77,13 equity shares of Rs. 10/- each. After the proposed bonus issue, the paid-up share capital will increase to Rs. 4,79,54,260/- consisting of 47,95,426 equity shares of Rs. 10/- each.

Board's Recommendation:

The Board of Directors recommends the passing of this resolution as an Ordinary Resolution by the Members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested financially or otherwise, in the proposed resolution, except to the extent of their respective shareholdings, if any, in the Company.

By Order of the Board

For **SAL Automotive Limited**

Sd/-

Gagan Kaushik

Company Secretary

M. No: F8080

Date: 10.02.2025

Place: Ghaziabad