

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 45th Annual General Meeting of SAL Automotive Limited ("Company") will be held on Monday, 28th day of September, 2020 at 3.00 PM through Video Conferencing (VC) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the Reports of the Auditors' and the Directors' thereon.
2. To declare dividend @ 35% (Rs.3.5/Equity Share) for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mrs. Namrata Jain (DIN 07310940) who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. To appoint Mr. Kailash Nath Agrawal (DIN: 08829437), as an Independent Director 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 section 149 read with Schedule IV, section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of directors) Rules, 2014, Mr. Kailash Nath Agrawal (DIN: 08829437), who was appointed as an Additional Director (Independent Category) on 20th August, 2020 and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149 read with Schedule IV, section 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of directors) Rules, 2014, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kailash Nath Agrawal (DIN: 08829437), be and is hereby appointed as an Independent Director (not liable to retire by rotation) of the Company to hold office for a term of 5 (five) consecutive years w.e.f. 20th August, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution and in connection with any matter incidental thereto including but not limited to filing of necessary forms/ returns with the concerned statutory authorities."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, the remuneration payable to M/s Aggarwal Vimal & Associates, Cost Accountants having Firm Registration No. 000350, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, amounting to Rs. 50,000/- (Rupees Fifty thousand only) plus taxes as may be applicable and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit, be and is hereby ratified and confirmed.

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(Formerly Swaraj Automotives Limited)

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

Regd. Office :
C-127, IV Floor, Satguru Infotech
Phase-VIII, Industrial Area,
S.A.S. Nagar (Mohali), Punjab - 160 062
Tel: 0172-4650377, Fax: 0172-4650377
Email: kaushik.gagan@salautomotive.in
Website: www.salautomotive.in
CIN: L45202PB1974PLC003516
Ghaziabad, 20th Aug, 2020

BY ORDER OF THE BOARD

(GAGAN KAUSHIK)
Company Secretary
F8080

NOTES

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") with respect to the special business set out in the Notice is annexed.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the Circular Nos. 14/2020 (dated April 08, 2020), 17/2020 (dated April 13, 2020) and 20/2020 (dated May 5, 2020) (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA), Annual General Meeting of a company to be held in calendar year 2020 can be held through video conferencing (VC) or other audio visual means (OAVM) and members of the Company joining through VC and OVAM shall be reckoned for the purpose of quorum under section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-voting/electronic system.
3. In accordance with the MCA Circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. The proxy form and attendance slip are thereby not forming part of this Notice.
4. As per the MCA Circulars, owing to the difficulties involved in dispatching of physical copies of the Annual Report 2019-20 including financial statements (along with Board's report, Auditor's report or other documents required to be attached therewith), shall be sent only by email to the members (at their registered email) as on 28th August, 2020 and to all other persons so entitled. Accordingly, the copy of Annual Report 2019-20 along with notice of the AGM is being sent through email to those members who have registered their email addresses with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA).
5. Those members whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent i.e. MCS Share Transfer Agent Limited by writing an email either to the R&TA at admin@mcsregistrars.com or to the Company at kaushik.gagan@salautomotive.in carrying the following details:
 - I. Name as registered with the R&TA;
 - II. Address;
 - III. E- mail;
 - IV. Copy of PAN;
 - V. DPID/Client ID or Folio Number; and
 - VI. Number of shares held.

6. Post successful registration of the email, the member would get soft copy of the Annual Report 2019-20 along with Notice of the AGM containing the procedure for e-voting along with the User ID and Password to enable casting of vote through remote e-voting or electronic voting at the AGM. In case of any queries, member may write to admin@mcsregistrars.com or kaushik.gagan@salautomotive.in
7. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
8. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
9. Corporate Members intending to send their authorized representative to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
10. The Company has fixed 21st September, 2020 as the "Record Date" and from 22nd September to 28th September 2020 as the book closure period for determining entitlement of Members to final dividend for the financial year ended March 31, 2020 and for the purpose of voting on the resolutions set out in the notice of AGM.
11. The dividend on Equity Shares, if declared at the Meeting, will be paid within 30 days from the date of declaration to those members whose names appear in the Register of Members and those beneficiaries, whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners on close of the day on [21st September, 2020] (Record Date). For members whose banking details are not available for direct transfer of dividend, the Company will send dividend warrants/cheques through post once the postal services are resumed.
12. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or the RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members holding shares in electronic form are, therefore, requested to intimate any change in bank mandate to their Depository Participant.

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

A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to admin@mcsregistrars.com by 18th September, 2020. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to admin@mcsregistrars.com. The aforesaid declarations and documents need to be submitted by the members by 18th September, 2020.

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

13. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 (IEPF Rules), the dividend which remains unclaimed/unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investors Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on the date of closure of previous financial year i.e. 31st March, 2020 on the website of the Company (www.salautomotive.in), as also on the website of the IEPF Authority.
14. Upon transfer of shared/dividend to IEPF, the Members will be able to claim these equity shares/dividend only from the IEPF Authority by making an online application, the details of which are available at www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the "Web Form IEPF- 5".
15. Please note that the Notice calling the AGM along with Annual Report 2019-20 has also been uploaded on the website of the Company at www.salautomotive.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the same is also available on the website of NDSL (agency for providing the Remote Voting facility) i.e. <https://www.evoting.nsdl.com>.
16. The documents referred in the explanatory statement, Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, shall, shall be open for inspection on the website of the Company at www.salautomotive.in and will be available for inspection at the AGM
17. Information regarding particulars of the Director seeking appointment/ re-appointment in terms of Secretarial Standard 2, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to special business to be transacted at the Meeting, are annexed herewith this notice as "Annexure-A".
18. Members are informed that in case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.
19. Members having any question on financial statements or any agenda item proposed in the Notice of AGM are requested to send their queries at least 15 days in advance of the Meeting at the Company's registered office at C-127, IV Floor, Satguru Infotech, Phase-VIII, Industrial Area, S.A.S.Nagar (Mohali), Punjab - 160 062 or at E-mail Id: kaushik.gagan@salautomotive.in to enable the Company to collect the relevant information and redress the queries.
20. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's R&TA for assistance in this regard.
21. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MCS in case the shares are held in physical form.

22. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with MCS. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
 23. To support the "Green Initiative" members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held by them in electronic form and with MCS in case the shares are held by them in physical form.
 24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Member(s) holding shares of the Company, either in electronic form or physical form are, therefore, requested to submit the PAN and provide Bank account details to their Depository Participants with whom they are maintaining their demat accounts (in case of shares in electronic form) and to the Company/R&TA (in case of shares are in physical form).
 25. This AGM is being convened through VC and members may join the meeting 30 minutes before and after the scheduled time of the commencement of the meeting by following the points mentioned below:
 - i. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under members/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - ii. Members are encouraged to join the Meeting through Laptops for better experience.
 - iii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - v. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/ folio number, email id, mobile number at (kaushik.gagan@salautomotive.in).
 - vi. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (kaushik.gagan@salautomotive.in). The same will be replied by the company suitably.
 - vii. Those members who have registered themselves as a "speaker shareholder" will only be allowed to express their views/ask questions during the meeting.
 - viii. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 26. The Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as electronic voting on the date of the AGM will be provided by NSDL.
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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 25th September, 2020, Friday, at 09:00 A.M. and ends on 27th September, 2020, Sunday at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	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. Your password details 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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ajaykcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

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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 call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id).

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

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iii. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
27. Mr. Ajay K Arora, Practicing Company Secretary (Membership No.2191), Proprietor - M/s. A. Arora & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
28. The Scrutinizer shall immediately after the conclusion of electronic voting at the annual general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
29. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of e-voting are to be communicated to the BSE Limited, where the equity shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.salautomotive.in and on the website of NSDL.
30. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

31. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this notice.

Regd. Office :
C-127, IV Floor, Satguru Infotech
Phase-VIII, Industrial Area,
S.A.S. Nagar (Mohali), Punjab - 160 062
Tel: 0172-4650377, Fax: 0172-4650377
Email: kaushik.gagan@salautomotive.in
Website: www.salautomotive.in
CIN: L45202PB1974PLC003516
Ghaziabad, 20th Aug, 2020

BY ORDER OF THE BOARD

(GAGAN KAUSHIK)
Company Secretary
F8080

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the items of the Special Business

Item No. 4

Pursuant to the provision of section 149, 152, 160 of the Companies Act, 2013 read with 2013 schedule IV and Rule 3 and Rule 13 of the Companies (Appointment and Qualification of directors) Rules 2014, Mr. Kailash Nath Agrawal (DIN 08829437) was inducted to the Board as Additional Director (Independent Category) of the Company on August 20, 2020 for a period of 5 years on the recommendation of the Nomination and Remuneration Committee.

The aforesaid director is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice in writing from a member u/s 160 of the Act, proposing Mr. Kailash Nath Agrawal as candidate for the office of director of the Company. Considering the background and experience of Mr. Kailash Nath Agrawal, the Board considers that the association of Mr. Kailash Nath Agrawal would be of immense benefit to the Company and it is desirable to avail his services as Independent Director. Further, the Company has received a declaration from Mr. Kailash Nath Agrawal that he meet the criteria of independence as prescribed under section 149 (6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has further confirmed that he is not disqualified from being appointed as director under section 164 of the said Act and not debarred from appointment by any order of SEBI or any other authority. the Board of directors are of the opinion that Mr. Kailash Nath Agrawal are person(s) of integrity and possess relevant expertise and experience and are eligible and fulfills the conditions specified by the Companies Act, 2013 for the position of an Independent Director.

A copy of the draft letter of appointment of independent director setting out the terms and conditions would be available for inspection for the members on the website of the Company www.salautomotive.in

The details of the director who is proposed to be appointed as Director, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2, is enclosed as Annexure A.

The Board of directors recommends the ordinary resolutions (item nos. 4) for your approval. The said Independent Directors is not related to any of the directors or key managerial personnel (including relatives of directors or key managerial personnel) of the Company in terms of section 2(77) of the Companies Act, 2013.

Apart from the candidate seeking appointment and only to the extent of his appointment, none of the directors / Key managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolutions except to the extent of their shareholding in the Company, if any.

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Item No. 5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s Aggarwal Vimal & Associates, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021 and subject to the ratification by the members, approved a remuneration of Rs. 50,000/- (Rupees Fifty thousand only) plus applicable taxes and reimbursement of such other out of pocket expenses as may be incurred by the said Cost Auditors during the course of the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2021.

The Board recommends the resolution under item no (5) for approval of members of the Company by way of an ordinary resolution

None of the Directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

BY ORDER OF THE BOARD

Place: Ghaziabad
Date: 20th August, 2020

(Gagan Kaushik)
Company Secretary
F8080

Registered Office:
C-127, IV Floor, Satguru Infotech,
Phase-VIII, Industrial Area,
S.A.S.Nagar (Mohali), Punjab - 160 062
Tel: 0172-4650377, Fax: 0172-4650377
Email: kaushik.gagan@salautomotive.in
Website: www.salautomotive.in

Annexure-A

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

Name of Director	Kailash Nath Agarwal
Date of Birth	19/08/1954
Brief Resume	Mr. K. N. Agrawal is the Practicing Advocate and is the member of Bar Council of Uttar Pradesh. He is a degree holder of Bachelor of Law and Master of Art from Lucknow University, U.P. He has also done Diploma in Public Administration from Lucknow University. Mr. Agrawal retired from the U.P Governmentt as Assistant Labour Commissioner in 2014. He has worked with the Labour Department, state of U.P for more than 35 years. He has also worked as Labour Enforcement Officer for enforcement of Labour law, Project Director in various government of India Projects and Coordinator of Building and Other Construction Worker Welfare Board of U.P.
Date of Appointment	20th August, 2020
Qualifications	L.L.B, M. A, D.P.A
Expertise in specific Functional Area	Labour Law, Human Resource, Management
Directorship held in other public Companies	Nil
Membership/chairmanship of other public companies	Nil
Remuneration last drawn, if any	NA
Shareholding in the Company directly or as beneficial holder	Nil
Relationship with other Directors and KMPs of the Company	Nil
The number of Meetings of the Board attended during the year	Nil