



# SAR AUTO PRODUCTS LIMITED

Registered Office Address : 50-E, Bhaktinagar Industrial Estate, Rajkot - 360 002. Gujarat (India)  
Website : www.sarautoproductsltd.com E-mail : sapl@sarautoproductsltd.com Ph.: +91 281 2374726  
CIN No.: L34100GJ1987PLC010088

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400 001

Date: 22-08-2024

ISIN: INE002E01010  
Scrip Code: 538992

Respected Sir,

SUB : Intimation regarding 37<sup>th</sup> Annual General Meeting of the Company.

REF : COMPANY CODE 538992

As per captioned subject, we hereby intimate that 37<sup>th</sup> Annual General Meeting is scheduled to be held on 24<sup>th</sup> September, 2024 on Tuesday at 11:00 A. M. at the Registered office of the Company situate at 50-E Bhaktinagar Inds Estate, Rajkot – 360002.

You are requested to take the same in your record.

Yours faithfully,  
Thanking you  
For, Sar Auto Products Limited

Rameshkumar D. Virani  
Managing Director  
Din: 00313236

Enclosure: Copy of Notice of 37<sup>th</sup> Annual General Meeting of the Company.

# NOTICE

**Notice** is hereby given that the **THIRTY-SEVENTH (37<sup>th</sup>) ANNUAL GENERAL MEETING OF THE MEMBERS OF SAR AUTO PRODUCTS LIMITED** (CIN: L34100GJ1987PLC010088) will be held at the Registered Office of the Company at 50-E, Bhaktinagar Inds. Estate, Rajkot-360002 on **24<sup>TH</sup> SEPTEMBER, 2024** on **TUESDAY** at **11:00 A.M.** to transact the following business:

## **ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the Standalone Audited Financial Statements as on 31<sup>st</sup> March, 2024 and the Profit & Loss Account for the year ended on that date and the Board's Report and the Auditors' Report thereon:

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

**“RESOLVED THAT** the audited financial statement of the Company for the financial year ended on March 31, 2024 together with the report of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mr. Shreyas R. Virani (DIN: 00465240) who retires by rotation and being eligible, offers himself for re-appointment:

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shreyas R. Virani (DIN: 00465240), who retires by rotation at this meeting and being eligible offer himself for re-appointment, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

## **SPECIAL BUSINESS:**

3. Appointment/Regularization of Mr. Vijay Narendrabhai Kalariya (DIN 10454403) as an Independent Director:

To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vijay Narendrabhai Kalariya (DIN 10454403) who was appointed as an Additional Director in the capacity of Independent Director w.e.f 09<sup>th</sup> January, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 09<sup>th</sup> January, 2024 upto 08<sup>th</sup> January, 2029.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Appointment/Regularization of Mrs. Charmiben Manishbhai Vasani (DIN 10721628) as an Independent Director:

To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Charmiben Manishbhai Vasani (DIN 10721628) who was appointed as an Additional Director in the capacity of Independent Director w.e.f 09<sup>th</sup> August, 2024 and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 09<sup>th</sup> August, 2024 upto 08<sup>th</sup> August, 2029.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Appointment/Regularization of Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) as an Independent Director:

To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) who was appointed as an Additional Director in the capacity of Independent Director w.e.f 09<sup>th</sup> August, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 09<sup>th</sup> August, 2024 upto 08<sup>th</sup> August, 2029.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. Appointment/Regularization of Mr. Biju Mathew (DIN 10730618) as an Independent Director:

To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Biju Mathew (DIN 10730618) who was appointed as an Additional Director in the capacity of Independent Director w.e.f 09<sup>th</sup> August, 2024 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 09<sup>th</sup> August, 2024 upto 08<sup>th</sup> August, 2029.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. To approve Related Party Transactions to be entered by the Company with related party.

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 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm’s length basis with related party/ies and for the maximum amounts per annum, for the year 2024-25 as mentioned herein below:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.)
1	Virani Estate Corportion (Partnership Firm)	1) Mr. Ramesh D. Virani, Chairman & Managing Director (DIN: 00313236) 2) Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240)	Partners of the Firm	Sales/ Purchase/ Commission/ Rent Income	25.00 Crore

**“RESOLVED FURTHER THAT** the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors and / or Audit Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Place: Rajkot

Date: 09<sup>th</sup> August, 2024

By order of Board of Directors

Sar Auto Products Limited

Rameshkumar D. Virani  
Chairman and Managing Director  
DIN: 00313236

**Notes:**

1. The notice of AGM along with Annual Report for 2023-24 is being sent to all the members whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on 16<sup>th</sup> August, 2024. In Furtherance, as allowed under the MCA Circulars and SEBI Circulars, the Notice of Annual General Meeting with annual report of the year 2023-24 is being send through electronic mode to those members whose email addresses are registered with the Company/Depositories as on 16<sup>th</sup> August, 2024. Members may note that the Notice and Annual Report of the year 2023-24 will also be available on the website of the Company at [www. https://www.sarautoproductsltd.com](https://www.sarautoproductsltd.com) and on the website of stock exchange on which the securities of the company are listed i.e. [www.bseindia.com](http://www.bseindia.com). Further, Company will send hard copy of full annual report to those shareholders who request for the same.
2. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in) or [nilesh.dalwadi@linkintime.co.in](mailto:nilesh.dalwadi@linkintime.co.in), for sending the same or can email to Company at [sapl@sarautoproductsltd.com](mailto:sapl@sarautoproductsltd.com). In case of any Queries relating to availing soft copy can contact company at aforesaid mentioned E-mail id. Further, To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company’s RTA in case the shares are held by them in physical form.
3. The relevant Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the special business under item no.03 to 07 is annexed hereto. Further relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed. Further, Statutory Registers and other relevant documents are opened for inspection for the members at the Registered office of the company on all working days, during business hours up to the date of the meeting i.e. between 11:00 a.m. to 5:00 p.m. and will also be made available at the meeting
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF

AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable.

A Person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying Voting Rights. A Member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting. The Said resolution/authorization shall be send to scrutinizer by e-mail to [rachhkalpesh@gmail.com](mailto:rachhkalpesh@gmail.com) with CC to [sapl@sarautproductsltd.com](mailto:sapl@sarautproductsltd.com).
6. The Register of member and Share Transfer Book of the Company will remain closed from 18<sup>th</sup> September, 2024, Wednesday to 24<sup>th</sup> September, 2024, Tuesday (Both days inclusive) in connection with the Annual General Meeting.
7. To ensure correct identity each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voters card, etc.
8. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Shareholders are requested to bring their copies of Annual Report at the meeting.
11. Members who are holding shares in Physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agent LINK INTIME INDIA PRIVATE LIMITED, 5<sup>th</sup> Floor, 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner, Off C G Road, Ellisebridge Ahmedabad-380006, Ph: 079-26465179, quoting their folio no. Further, please note that in case of members holding shares in demat form, any change(s) required in Address, Bank details, etc. are to be intimated to your DP and not to the Company or Registrar.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard.  
Further, SEBI has mandated submission of Pan by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their Pan details to their depository participants. Members holding shares in physical form are requested to submit their Pan details to the Company's RTA.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share

certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants (“DPs”) in case the shares are held by them in electronic form and to LINK INTIME INDIA PRIVATE LIMITED in case the shares are held by them in physical form.
15. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 14, 2024 through email on [sapl@sarautoproductsltd.com](mailto:sapl@sarautoproductsltd.com) The same will be replied by the Company suitably.
16. The Company has listed its shares on the BSE Limited. The Listing fees till date have been paid.
17. The Route Map of Venue is printed over here at the end of the Notice (attached herewith separately).

18. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- (i) **The voting period begins on 20<sup>th</sup> September, 2024, Friday at 10:00 a.m. and ends on 23<sup>rd</sup> September, 2024, Monday at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17<sup>th</sup> September, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, 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 to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is</li> </ol>



	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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method **for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant < SAR AUTO PRODUCTS LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [rachhkalpesh@gmail.com](mailto:rachhkalpesh@gmail.com) and to the Company at the email address viz; [sapl@sarautoproductsltd.com](mailto:sapl@sarautoproductsltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

- 1. For Physical shareholders-** please provide necessary details like 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 at [sapl@sarautoproductsltd.com](mailto:sapl@sarautoproductsltd.com) /RTA email id at [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in)
- 2. For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911**

**All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911**

19. Mr. Kalpesh P. Rachchh, proprietor of M/s. K. P. Rachchh & Co., Practicing Company Secretary (Membership no. FCS 5156) (Address: The Spire-2, Office No. 723, Shital Park Chowk, 150 ft. Road, Rajkot 360 007, Gujarat) has been appointed as the Scrutinizer to scrutinize the e-voting process and Voting at the Annual General Meeting in a fair and transparent manner.
20. The Scrutiniser shall, immediately after the conclusion of voting at the 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 and submit, within 48 hours of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast In favor or against, if any, to the Chairman or a person authorized by him in writing.

**Annexure to Notice:**

**Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

**For Item No. 3**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 09/01/2024 appointed Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) as an Additional Director (Category – Independent) of the Company with effect from 09<sup>th</sup> January, 2024 for a period of 5 Years i.e. effective from 09<sup>th</sup> January, 2024 to 08<sup>th</sup> January, 2029, Subject to ratification/appointment as regular director at the ensuing Annual General Meeting pertaining to financial year ending 31<sup>st</sup> March, 2024.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) will holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (“Listing Regulations”), appointment of Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) as an independent director requires approval of Members of the Company by passing a special resolution.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying intention to propose the appointment of Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) as an Independent Director of the Company.

Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). He is not holding directorship in other Company. Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company.

Statement/Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting is annexed with this notice.

The Board, based on the recommendation of Nomination and Remuneration Committee has recommended the resolution set out at Item No. 3 for appointment of Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Vijay Narendrabhai Kalariya (DIN: 10454403) being appointee, are concerned or interested, financially or otherwise, in Special Resolution set out at Item no. 3.

**For Item No. 4**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 09/08/2024 appointed Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) as an Additional Director (Category – Non Executive and Independent) of the Company with effect from 09<sup>th</sup> August, 2024 for a period of 5 Years i.e. effective from 09<sup>th</sup> August, 2024 to 08<sup>th</sup> August, 2029, Subject to ratification/appointment as regular director at the ensuing Annual General Meeting pertaining to financial year ending 31st March, 2024.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) will holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (“Listing Regulations”), appointment of Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) as an independent director requires approval of Members of the Company by passing a special resolution.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying intention to propose the appointment of Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) as an Independent Director of the Company.

Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and has furnished necessary declarations to the Board of Directors that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). She is not holding directorship in other Company. Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company.

Statement/Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting is annexed with this notice.

The Board, based on the recommendation of Nomination and Remuneration Committee has recommended the resolution set out at Item No. 4 for appointment of Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than, Mrs. Charmiben Manishbhai Vasani (DIN: 10721628) being appointee, are concerned or interested, financially or otherwise, in Special Resolution set out at Item no. 4.

## **For Item No. 5**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 09/08/2024 appointed Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) as an Additional Director (Category – Non Executive and Independent) of the Company with effect from 09<sup>th</sup> August, 2024 for a period of 5 Years i.e. effective from 09<sup>th</sup> August, 2024 to 08<sup>th</sup> August, 2029, Subject to ratification/appointment as regular director at the ensuing Annual General Meeting pertaining to financial year ending 31<sup>st</sup> March, 2024.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (“Listing Regulations”), appointment of Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) as an independent director requires approval of Members of the Company by passing a special resolution.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying intention to propose the appointment of Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) as an Independent Director of the Company.

Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). He is not holding directorship in other Company. Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company.

Statement/Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting is annexed with this notice.

The Board, based on the recommendation of Nomination and Remuneration Committee has recommended the resolution set out at Item No. 5 for appointment of Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) being appointee, are concerned or interested, financially or otherwise, in Special Resolution set out at Item no. 5.

## **For Item No. 6**

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 09/08/2024 appointed Mr. Biju Mathew (DIN 10730618) as an Additional Director (Category – Non Executive and Independent) of the Company with effect from 09<sup>th</sup> August, 2024 for a period of 5 Years i.e. effective from 09<sup>th</sup> August, 2024 to 08<sup>th</sup> August, 2029, Subject to ratification/appointment as regular director at the ensuing Annual General Meeting pertaining to financial year ending 31<sup>st</sup> March, 2024.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Biju Mathew (DIN 10730618) will hold office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 (“Listing Regulations”), appointment of Mr. Biju Mathew (DIN 10730618) as an independent director requires approval of Members of the Company by passing a special resolution.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying intention to propose the appointment of Mr. Biju Mathew (DIN 10730618) as an Independent Director of the Company.

Mr. Biju Mathew (DIN 10730618) is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). He is not holding directorship in other Company. Mr. Biju Mathew (DIN 10730618) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Biju Mathew (DIN 10730618) fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company.

Statement/details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting is annexed with this notice.

The Board, based on the recommendation of Nomination and Remuneration Committee has recommended the resolution set out at Item No. 6 for appointment of Mr. Biju Mathew (DIN 10730618) for approval of shareholders by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Biju Mathew (DIN 10730618) being appointee, are concerned or interested, financially or otherwise, in Special Resolution set out at Item no. 6.

## **For Item No. 7**

According to the provisions of section 188(1) of the Companies Act, 2013, for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Audit Committee and the Board of Directors of the Company and in furtherance prior approval of Members of the Company is required if such transaction exceed the limits as mentioned Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company.

Accordingly, board proposed for availing prior approval of Members of the Company for the transaction as mentioned below for the financial year 2024-25, related to Sale, purchase or supply of goods or materials, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services, rent income or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Turnover of the Company or such other threshold limits as may be specified by the Companies Act, 2013:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.)
1	Virani Estate Corportion (Partnership Firm)	1) Mr. Ramesh D. Virani, Chairman & Managing Director (DIN: 00313236) 2) Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240)	Partners of the Firm	Sales/ Purchase/ Commission/ Rent Income	25.00 Crore

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item 7 of the Notice.

Mr. Ramesh D. Virani, Chairman & Managing Director (DIN: 00313236) and Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240) and CFO are interested director, other than this no directors, relative and KMP are interested or concerned in the resolution as set out in Item 7 of the Notice.



**ANNEXURE TO NOTICE**

**BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING:**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

Name of Director	Mr. Shreyas R. Virani	Mr. Vijay N. Kalariya	Ms. Charmiben M. Vasani	Mr. Vivekkumar M. Manavadaria	Mr. Biju Mathew
DIN	00465240	10454403	10721628	10730165	10730618
Date of Birth & Age	09/03/1970 & Age: 54 years	30/12/1998 & Age: 25 Yrs	06/01/1979 & Age: 45 Yrs	15/07/1993 Age: 31 yrs	24/05/1967 Age: 57 yrs
Initial Date of Appointment	14/04/2007	09/01/2024	09/08/2024	09/08/2024	09/08/2024
Expertise in Specific functional area and Experience	Mr. Shreyas R. Virani is Whole Time director of the Company and also CFO of the Company. He has expertise in the field of Finance & Administration. He has experienced of more than 32 years in the business of the Company.	Management and Technical knowledge of Products	Finance and Administration	B.E. Mechanical degree of Gujarat Technological University with the specialized subject in Automobiles and he is having experience in the field of Industry of Company i.e. Automobile and auto sector and having all technical knowledge of all auto products and Experience of 9 years in auto industry	Production and General Management
Number of Meetings of the Board attended during the year Total Eight (8) Board Meetings were held during the year	8	Liable to attend 2 Meetings & attended 2 Board Meetings	Not Applicable	Not Applicable	Not Applicable
List of public companies in which Directorship held (other than this company)	NIL	NIL	NIL	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL	NIL	NIL

Chairman/Member of the committees of the Company as on 31/03/2024	Chairman- 1 Member- in 3 Committees	Member- in 1 Committee	NIL	NIL	NIL
Chairman/Member of the committees of Directors of other Companies	NIL	NIL	NIL	NIL	NIL
Shareholding in SAR AUTO PRODUCTS LIMITED as on 31/03/2024	Holding 233440 Equity Shares i.e. 4.90%	0	0	0	0
Relationship between director Inter -se	Son of Mr. Rameshkumar D. Virani, Managing Director of the Company	No Inter-se Relation	No Inter-se Relation	No Inter-se Relation	No Inter-se Relation
Terms and Conditions of appointment / re-appointment and Remuneration	Liable to retire by rotation at this ensuing AGM and being eligible offered himself for re-appointment and shall be reappointed at same terms, subject to approval of members of the Company at this AGM	Appointment for a term of 5 years w.e.f 09-01-2024 as an Independent Non Executive Director and not liable to retire by rotation, subject to approval of members of the Company at this AGM	Appointment for a term of 5 years w.e.f 09-08-2024 as an Independent Non Executive Woman Director and not liable to retire by rotation, subject to approval of members of the Company at this AGM	Appointment for a term of 5 years w.e.f 09-08-2024 as an Independent Non Executive Director and not liable to retire by rotation, subject to approval of members of the Company at this AGM	Appointment for a term of 5 years w.e.f 09-08-2024 as an Independent Non Executive Director and not liable to retire by rotation, subject to approval of members of the Company at this AGM

Place: Rajkot

Date: 09<sup>th</sup> August, 2024

By order of Board of Directors

Sar Auto Products Limited

Rameshkumar D. Virani  
Chairman and Managing Director  
DIN: 00313236

**SAR AUTO PRODUCTS LIMITED**

(CIN: L34100GJ1987PLC010088)

Registered office: 50-E, BHAKTINAGAR, INDS. ESTATE, RAJKOT

Ph: 0281-2374726 Email: [sapl@sarautoproducts.com](mailto:sapl@sarautoproducts.com)

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**ATTENDENCE SLIP FOR 37<sup>TH</sup> ANNUAL GENERAL MEETING**

Name of Shareholder		
Number of Equity Shares held		
Folio No.		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the 37<sup>th</sup> Annual General Meeting of the Company held at Registered office of the Company situated at 50-E, Bhaktinagar, Inds. Estate, Rajkot-360002 at 11:00 A.M. on Tuesday, September 24, 2024.

.....  
(Name of Member/proxy/Authorized Representative)  
(IN BLOCK LETTERS)

.....  
(Signature of Member/Proxy  
/Authorized Representative)

***Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.***

**SAR AUTO PRODUCTS LIMITED**

(CIN: L34100GJ1987PLC010088)

Registered office: 50-E, BHAKTINAGAR, INDS. ESTATE, RAJKOT

Ph: 0281-2374726 Email: sapl@sarautoproducts.com

**37TH ANNUAL GENERAL MEETING ON 24<sup>TH</sup> SEPTEMBER, 2024**

**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014- **Form No. MGT-11**]

Name of the member (s) (In BLOCK LETTERS)			
Registered address (In BLOCK LETTERS)			
E-mail Id		Folio No.	
No. of Shares Held		DP ID Client ID	

I/We, \_\_\_\_\_ being the member (s) of \_\_\_\_\_ Equity shares of the above named company, hereby appoint

Name			
Address			
E-mail Id		Signature	
or failing him			
Name			
Address			
E-mail Id		Signature	
or failing him			
Name			
Address			
E-mail Id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, September 24, 2024, at 11:00 a.m. at 50-E, Bhaktinagar, Inds. Estate, Rajkot-360002, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote(Optional See Note 2) Please Mention No. of Shares		
		For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1	To receive, consider, approve and adopt the Standalone Audited Financial Statements as on 31st March, 2024 and the Profit & Loss Account for the year ended on that date and the Board's Report and the Auditors' Report thereon.			
2	To appoint a Director in place of Mr. Shreyas R. Virani (DIN: 00465240) who retires by rotation and being eligible, offers himself for re-appointment.			
<b>SPECIAL BUSINESS</b>				
3	Appointment/Regularization of Mr. Vijay Narendrabhai Kalariya (DIN 10454403) as an Independent Director.			
4	Appointment/Regularization of Mrs. Charmiben Manishbhai Vasani (DIN 10721628) as an Independent Director.			
5	Appointment/Regularization of Mr. Vivekkumar Maganbhai Manavadaria (DIN 10730165) as an Independent Director.			
6	Appointment/Regularization of Mr. Biju Mathew (DIN 10730618) as an Independent Director.			
7	To approve Related Party Transactions to be entered by the Company with related party.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Affix Revenue Stamp of not less than Rs.1
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\_\_\_\_\_  
Signature of shareholder

signature across Revenue stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

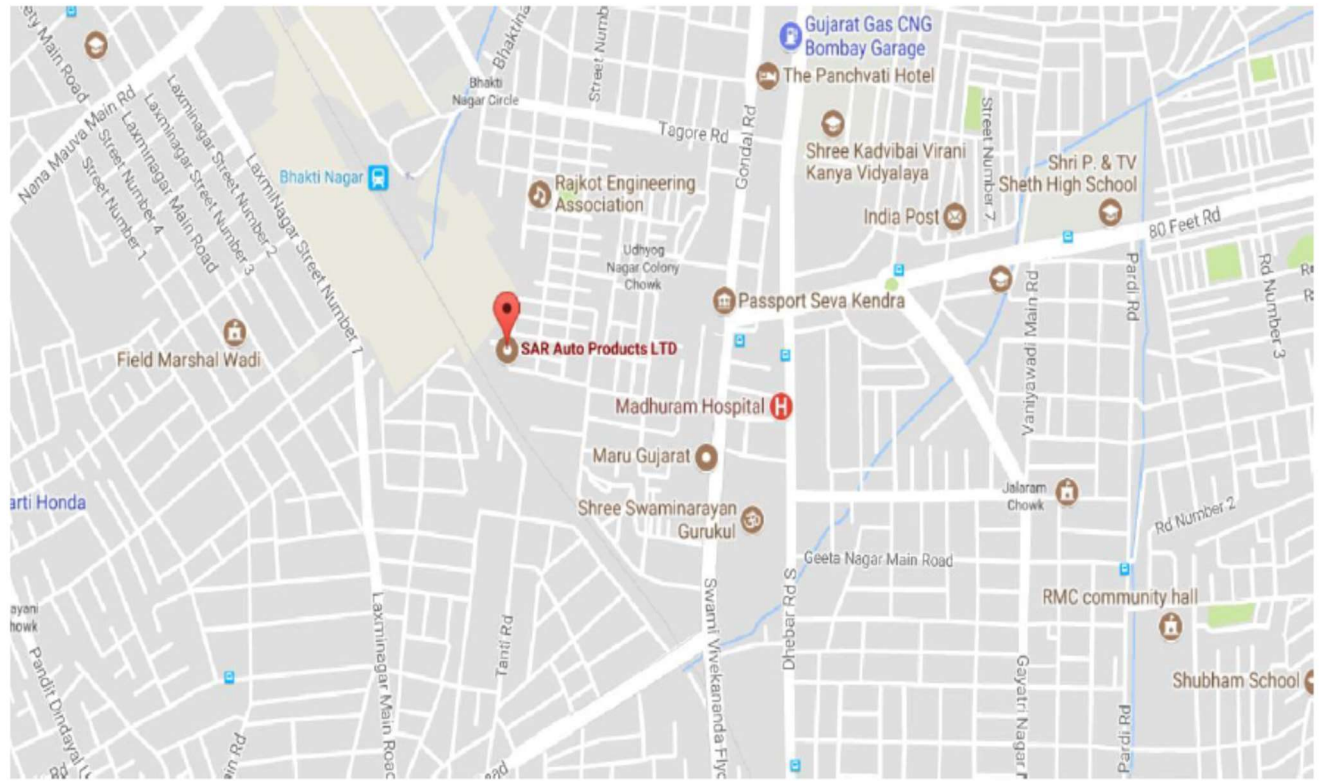
**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**For Office Use: Proxy No.**

**Date of Receipt** \_\_\_\_\_

## **ROUTE MAP OF SAR AUTO PRODUCTS LIMITED FOR ANNUAL GENERAL MEETING**



**37<sup>th</sup> AGM Date: 24<sup>th</sup> September, 2024**

**Day and Time: Tuesday at 11:00 A.M.**

**Place: At Registered office**

**SAR AUTO PRODUCTS LIMITED  
(CIN: L34100GJ1987PLC010088)**

**Registered office Address:**

**50-E BHAKTINAGAR INDS ESTATE,  
RAJKOT – 360002**

**Email: [sapl@sarautoproductsltd.com](mailto:sapl@sarautoproductsltd.com)**