



SM Auto Stamping Limited



Manufacturers of sheet metal pressed components & welded assemblies for Automobile & Electrical OEMs.
GSTIN. : 27AAKCS1177K1ZX CIN NO.: L27109MH2006PLC163789

Date: December 09, 2023

To,
BSE Limited,
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001.

Ref.: Scrip Code: 543065/ Scrip ID: SMAUTO

Sub: Outcome - Special resolution passed by postal ballot (through remote e-voting only) along with Scrutinizers Report and e-voting Results.

Dear Sir/Madam,

Further to our submission of Notice of Postal Ballot submitted on 06th November 2023 and 07th November 2023 enclosing herewith Resolution passed on 07th December, 2023 (Being the last date of evoting) of Postal Ballot (through remote e-voting only) conducted vide Postal Ballot Notice dated 06th November 2023. Also Enclosing herewith Scrutinizers Report and e-voting Results.

The Special Resolution as stated in the Postal Ballot Notice dated 06th November 2023 have been duly passed by the Shareholders with requisite majority.

This is for your information and records.

Kindly take the same on your record and acknowledge.

Yours Faithfully,

For SM AUTO STAMPING LIMITED

Pawan Mahajan
Company Secretary & Compliance Officer
Membership No.: A65674
Address: C-13, MIDC Ambad, Nashik, Maharashtra-422010.

Encl: - Special resolution.

Registered Office : J-41, MIDC Ambad, Nashik - 422010, Maharashtra, INDIA
Telephone : +91-253-6621106/07.
II Plant : C-13, MIDC Ambad, Nashik - 422010, Maharashtra, INDIA
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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY MEMBERS OF SM AUTO STAMPING LIMITED (THE COMPANY) THROUGH E-VOTING ONLY ON THURSDAY THE 7TH DECEMBER 2023.

1. TO CONSIDER AND APPROVE BUYBACK OF FULLY PAID-UP EQUITY SHARES OF THE COMPANY-

"RESOLVED THAT pursuant to the Board Resolution dated **6th November, 2023**, Article No 25 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the **"Companies Act"**) read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **"Share Capital Rules"**), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**"SEBI Buyback Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (**"SEBI"**), Registrar of Companies, Mumbai (the **"RoC"**), BSE Limited (**"BSE"**), and/ or other authorities, institutions or bodies (together with SEBI and BSE the **"Appropriate Authorities"**), as maybe necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed and by the board of directors of the Company (**"Board"**), which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), the members of the Company hereby consent and approve the buyback by the Company of its fully paid-up equity shares having a face value of Rs.10/- (Rupees Ten only) each (**"Equity Shares"**), not exceeding 6,00,000 (Six Lakhs) fully paid up Equity Shares (representing 4.20% of the total number of Equity Shares in the total paid-up equity capital of the Company as of 31st March 2023, at a maximum price of up to Rs. 60/- (Rupees Sixty only) per Equity Share payable in cash for an aggregate amount not exceeding Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) excluding tax payable under



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Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on Buyback, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("**Transaction Costs**"), which represents 18.40% and 17.05% of the aggregate of the Company's paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the half year ended as on 30th September, 2023 respectively (which is within the statutory limit of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the audited standalone and consolidated financial statements of the Company as on 30th September, 2023 as per the provisions of the Companies Act and SEBI Buyback Regulations) from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as "Promoters") and members of the promoter group, as on a record date ("**Eligible Shareholders**") to be subsequently decided by the Board ("**Record Date**"), through the "tender offer" route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the "**Buyback**").

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall buyback Equity Shares from the existing shareholders including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert) who holds equity shares of the Company as on Record Date ("**Eligible Shareholders**"), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("**Small Shareholders**"), whichever is higher, shall be reserved for the small shareholders in accordance the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "*Mechanism for acquisition of shares through Stock Exchange*" pursuant to Tender-Offers under Takeovers, Buy Back and Delisting" as notified by SEBI vide circular



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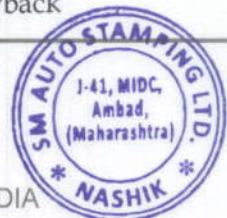
CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR- II/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force ("SEBI Circulars") or such other circulars or notifications, as may be applicable and the Company shall approach BSE Limited, as may be required, for facilitating the same.

RESOLVED FURTHER THAT in terms of Regulation 4 of the Buyback Regulations, the proposed Buyback be implemented from the existing shareholders as on record date ("**Record Date**") in a manner the Board may consider appropriate, out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit under the applicable laws.

RESOLVED FURTHER THAT the Buyback from non-resident Shareholders, Overseas Corporate Bodies, Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) etc., shall be subject to such approvals, if and to the extent necessary or required including approvals from the RBI under the applicable Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended if any, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company ("**Buyback Committee**") in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the Record Date, entitlement ratio, the timeframe for completion of Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement, letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other Appropriate Authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account, broker trading account as required or desirable in terms of the Buyback

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Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Appropriate Authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of Company or the Board to Buyback any Shares and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Passed with requisite majority,

Certified True Copy

For SM AUTO STAMPING LIMITED

Suresh Gunwant Fegde
Whole Time Director
DIN: 00248850

Address: No.9, Jay Ambe Colony Shivaji Nagar, Jail Road, Nashik Road Nashik 422101 MH IN

Date: 08th December 2023

Place: Nashik



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CIN: L27109MH2006PLC163789

Date of the Postal Ballot Notice	Monday, 06 th November 2023						
Voting Start Date and Time	Wednesday the 08 th November 2023 at 9 a.m						
Voting End Date and Time	Thursday the 07 th December 2023 at 5 p.m.						
Date of declaration of results of Ballot	Saturday the 09 th December 2023.						
Total number of shareholders on cut-off date	84 Equity shareholders (as on Friday 3 rd November 2023)						
No. of shareholders presents in the meeting either in person or through proxy: Promoters and promoter Group and Public	Not Applicable						
No. of shareholders present in the meeting through Video Conferencing: Promoters and promoter Group: Public	Not Applicable						
No. of shareholders participated in postal Ballot	<table border="1"> <tr> <td>Through Postal Ballot</td> <td>: Nil</td> </tr> <tr> <td>Through e-voting</td> <td>: 9</td> </tr> <tr> <td>Total</td> <td>: 9</td> </tr> </table>	Through Postal Ballot	: Nil	Through e-voting	: 9	Total	: 9
Through Postal Ballot	: Nil						
Through e-voting	: 9						
Total	: 9						
Resolution Required (Special)	Approval for Buyback of up to 600,000 fully paid-up equity shares of face value of Rs. 10/- each, representing 4.20% of the total issued and paid-up equity share capital, at a price of Rs. 60/- (Rupees Sixty only) per Equity Share, payable in cash and aggregating to an amount upto Rs.3,60,00,000/- (Rupees Three Crore Sixty Lakh Only), being less than 25% of the aggregate paid-up capital and free reserves of the Company as per the standalone audited financial statements and consolidated audited financial statements of the Company for the half-year ended September 30, 2023, excluding all transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis through tender offer route in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, and the Companies Act, 2013 and Rules made thereunder.						



Prakashan

Resolution required:(Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes, to the extent of tendering of their shares for buy back purpose.						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10447832	10447516	99.9970	10447516	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10447832	10447516	99.9970	10447516	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	3840316	1556000	40.5175	1556000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3840316	1556000	40.5175	1556000	0	100.0000
Total	Total	14288148	12003516	84.0103	12003516	0	100.0000	0.0000



Prakashan



S R Devghare & Co.

Company Secretaries

CS Sanil Ramesh Devghare
ACS, B.Com
Practicing Company Secretary

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Chairman
Board of Directors
SM AUTO STAMPING LIMITED
CIN: L27109MH2006PLC163789
Registered office: J-41, MIDC AMBAD NASHIK - 422010, Maharashtra, India.

Dear Sir,

I, **CS Sanil Ramesh Devghare**, Company Secretary in practice and proprietor of **M/s. S R Devghare & Co., Company Secretaries, Nashik (COP No. 25779)**, have been appointed as Scrutinizer by board of directors of **SM AUTO STAMPING LIMITED ("the Company")** for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in fair and transparent manner in respect of special resolution for the Buyback of up to 600,000 fully paid-up equity shares of face value of Rs. 10/- each, representing 4.20% of the total issued and paid-up equity share capital, at a price of Rs. 60/- (Rupees Sixty only) per Equity Share, payable in cash and aggregating to an amount upto Rs.3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) being less than 25% of the total paid up equity capital and free reserves of the company as per latest audited financial statement as on 30th September 2023 excluding all transaction costs, applicable taxes and other incidental and related expenses, on proportionate basis through tender offer route in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 read with Securities and Exchange Board of India (Buy-Back of Securities) (Amendment) Regulations, 2023 dated 07/02/2023 and the Companies Act, 2013 and Rules made thereunder more detailed in Notice of Postal Ballot dated **06th November 2023** proposed to be passed by shareholders of the company, submit my report as under:



9823106563



srdevghare.co@gmail.com





Yamuna Villa, Old Pandit Colony, Gangapur Road,
Nashik - 422002



1. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to Postal Ballot by the shareholders on the resolution proposed in the Notice of the Postal Ballot is the responsibility of the management. My responsibility as a Scrutinizer is to render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, of the resolution.
2. In accordance with the Notice of the Postal Ballot dated 06th November 2023, the Notice of the Postal Ballot was sent to the shareholders only through electronic mode (i.e. email) to those members whose email address were registered with depository participants and / or Company or its Registrars and Transfer Agents as on cut-off date i.e. Friday, 3rd November 2023 and the 'Advertisement' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 was published on Thursday, 09th November, 2023.
3. The company has completed the dispatch of notice on Tuesday the 7th November 2023 through electronic mode to the members who have registered their email addresses with the company or with the depositories / depository participants and whose names appear in the register of members/ list of beneficial owners as on cut off date pursuant to circulars issued by MCA.
4. The E-Voting Process commenced on Wednesday, 8th November 2023 at 9.00 a.m. (IST) and concluded on Thursday, 7th December, 2023 at 5.00 p.m. (IST)
5. The Equity Shareholders holding shares as on Friday, 3rd November 2023 ("cut-off-date") were entitled to vote on the resolution stated in the Notice of the Postal Ballot.
6. Particulars of all the E-Voting confirmations from the Members have been entered in the register separately maintained for the purpose as per Companies (Management & Administration) Rules, 2014.
7. All e-voting confirmations received till Thursday, 7th December, 2023 at 5.00 p.m. (IST), the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
8. After the end of e-voting period i.e. 5:00 p.m. (IST) on Thursday, 7th December, 2023 I have unblocked the electronic votes and downloaded the e-voting Report from website <https://ivote.bigshareonline.com/scrutinizer/reports> in the presence of two witnesses, Ms. Diksha Shetty and Ms. Akshada Bhase, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name	Signature
Ms. Diksha Shetty	
Ms. Akshada Bhave	

9. A summary of e-voting for the aforesaid resolution is given below:

DETAILS OF POSTAL BALLOT THROUGH E-VOTING

Particulars	Number of members voted	No. of votes casted	% of total No. of votes cast
Voting In "Favour" of resolution			
Total votes received by electronic mode	9	1,20,03,516	84.01%
Total votes received by postal ballot	Nil	Nil	Nil
Total vote casted in favour of resolution	9	1,20,03,516	84.01%
Voting In "Against" of resolution			
Total votes received by electronic mode	0	0	0
Total votes received by postal ballot	Nil	Nil	Nil
Total vote casted in against of resolution	0	0	0
Invalid votes / Abstained			
Total votes received by electronic mode	0	0	0
Total votes received by postal ballot	Nil	Nil	Nil
Total invalid votes / Abstained votes	0	0	0



RESULTS:

Based on the results, I report that resolution mentioned in the Postal Ballot Notice stands approved as the resolution was passed with the requisite majority as on Thursday the 7th day of December 2023 being the last date fixed for e-voting by the Company.

Register of Postal Ballot and all other relevant records of voting process given/ provided/maintained in electronic mode will remain in our custody until the Chairman considers, approves and signs the minutes of postal ballot and the same shall be handed over thereafter to the Company Secretary for safe keeping.

You may accordingly declare the result of the voting by Postal Ballot and e-voting.

Thanking You,

FOR S R Devghare & Co.,
Company Secretaries,

Devghare

CS Sanil Ramesh Devghare
Membership No.: - A69192
COP No.: - 25779



Date: 08/12/2023

Place: Nashik

UDIN: - A069192E002877052

Countersigned
FOR, SM Auto Stamping Limited

P Mahajan

Pawan Mahajan
Company Secretary & Compliance officer
M. No.: A65674



Date: 08/12/2023