

**SAL AUTOMOTIVE LIMITED**  
(Formerly, Swaraj Automotives Ltd.)

**Works :**  
Kakrala Rd. Nabha-147201  
Distt. Patiala, Punjab (INDIA)  
Tel.: 87250-48988, 01765-221286  
E-mail : info@salautomotive.in  
CIN : L45202PB1974PLC003516



SAL/02/SP/BSE/2022-23

21<sup>st</sup> December, 2022

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

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

**Dear Sir,**

The Postal Ballot Notice for seeking approval of members of the company by way of Special Resolution for appointment of Ms. Namrata Jain (DIN: 07310940) as the executive Director-Finance (Whole Time Director) has been approved by the Board of Directors of the Company in their meeting held today i.e. 21st December, 2022.

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

The above notice is also being uploaded on the Company website [www.salautomotive.in](http://www.salautomotive.in)

You are requested to kindly take the same on records.

For **SAL Automotive Limited**

**Gagan Kaushik**  
**(Company Secretary)**  
**F8080**



## **SAL AUTOMOTIVE LIMITED**

**CIN:** L45202PB1974PLC003516

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

**Tel.:** 87250-48988, 01765-221286

**Website:** [www.salautomotive.in](http://www.salautomotive.in) **Email:**  
[kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in)

### **POSTAL BALLOT NOTICE**

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of SAL Automotive Limited (“**the Company**”) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting Postal Ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 10/2021, 20/2021 and 3/2022 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively (“**MCA Circulars**”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any. The explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice (“**Notice**”) is being sent only through electronic mode to all its Members whose email addresses are registered with the Company/ Registrar & Share Transfer Agent (“**RTA**”) or Depositories and the communication to assent/dissent of the Members on the resolution proposed in this Notice will only take place through the remote e voting system. If your email address is not registered with the Company/Depositories, please follow the process provided in the notes.

Further, in compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot and they are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI

LODR Regulations and the MCA Circulars, the Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to all its members. Members are requested to refer the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

## **SPECIAL BUSINESS**

**Item No. 1: To appoint Ms. Namrata Jain, Non-Executive - Non Independent Director as a Whole-time Director designated as Executive Director- Finance and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196,197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (**“the Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and any other applicable law, if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendation of the Nomination and Remuneration Committee, the approval of members of the Company be and is hereby accorded for appointment of Ms. Namrata Jain (DIN : 07310940) as the Whole- time Director of the Company designated as Executive Director- Finance for a period of three (3) years w.e.f. November 11, 2022, on the terms and conditions including remuneration as specified in the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution) be authorized to revise/alter/modify and vary the terms and conditions of the appointment of Ms. Namrata Jain including but not limited to remuneration within the limits allowed under the Act, subject to the relevant provisions of the Act and Rules made thereunder (including any statutory modification(s) or re-enactment thereof) and other applicable laws, if any.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

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

**Place: Ghaziabad  
Date: 21st December, 2022**

**Sd/-  
(Gagan Kaushik)  
Company Secretary  
M. No. FCS 8080**

## NOTES:

1. The relevant explanatory statement pursuant to the provisions of Section 102 of the Act setting out the material facts and reasons is annexed herewith.
2. In view of the ongoing COVID-19 pandemic and the provisions of MCA Circulars, the Company has sent this Postal Ballot Notice only through email to all the Members, whose names appear in the Register of Members/List of beneficial Owners as received from Depositories as on Friday, December 16, 2022 (cut-off date) and who have registered their email addresses with the Company/ Registrar & Share Transfer Agent (RTA) or Depository Participant (DP). A person who is not a member on the relevant cut-off date should treat this notice for information purpose only. Any person who acquires shares of the Company and becomes member of the Company after dispatch of this Notice and holding shares as on cut-off date shall follow the same procedure for e-voting as provided hereafter.
3. The hard copy of this Notice along with the Postal Ballot Form and pre-paid business envelope will not be sent to the Members in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting system only.
4. Members may note that this Postal Ballot Notice will also be available on the Company's website at [www.salautomotive.in](http://www.salautomotive.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.
5. Pursuant to Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of the Listing Regulations, the Company has engaged NSDL to provide e-voting facility for its Members. The procedure for e-voting is given below. The E-Voting facility is available at the link at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from Saturday, December 24, 2022 (9:00 AM IST) and end on Sunday, January 22, 2023 (5:00 PM IST) (both days inclusive). The e-voting module will be blocked by NSDL thereafter and voting shall not be allowed beyond the said date and time.

Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.

6. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date.
7. The Board of the Directors of the Company has appointed Mr. Ajay K Arora, Practicing Company Secretary (Membership No.2191), Proprietor - M/s. A. Arora & Co., Company Secretaries as the Scrutinizer for conducting the voting process through Postal Ballot E-Voting in accordance with the law and in a fair and transparent manner.
8. Upon completion of scrutiny of the e-voting, the Scrutinizer shall submit his report within two working days from the end of the remote e-voting period to the Chairman or any other person authorised by him. Upon receipt of scrutinizer's report, the results of the Postal Ballot will be announced by the Chairman or the authorised person immediately.
9. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at

[www.salautomotive.in](http://www.salautomotive.in) and the website of NSDL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed.

10. The resolution, if passed by the requisite votes, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite votes of members by means of Postal Ballot (i.e., remote e-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e., Sunday, January 22, 2023.
11. All documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company as well as electronically on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice up to the last date of e-voting i.e. Sunday, January 22, 2023. Any Member interested in inspection may write to [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in).
12. Members, who are holding shares in physical/electronic form and their e-mail addresses are not registered with the Company/their respective Depository Participants, are requested to register their e-mail addresses at the earliest by sending scanned copy of a duly signed letter by the Member(s) mentioning their name, complete address, folio number, number of shares held with the Company along with self-attested scanned copy of the PAN Card and self-attested scanned copy of any one of the following documents viz., Aadhar Card, Driving License, Election Card, Passport, utility bill or any other Govt. document in support of the address proof of the Member as registered with the Company for receiving the Postal Ballot Notice by email to [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in). Members holding shares in demat form can update their email address with their Depository Participants.

**13. Instructions for remote e-voting -**

The manner and process of remote e-Voting is as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="743 149 1422 688">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="743 716 1422 898">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="743 926 1422 1493">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 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 digitdemat 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="743 1520 1422 1654">4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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. Password details for shareholders other than Individual shareholders are given below:



- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in the 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](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company, which is **123109** for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ajaykcs@gmail.com](mailto:ajaykcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries related to this Postal Ballot including e-voting facility, 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, at the designated email address: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone no. +91 22 2499 4545.

### **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 RESOLUTION 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 [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in).
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 [kaushik.gagan@salautomotive.in](mailto:kaushik.gagan@salautomotive.in) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e- Voting facility.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 1**

It is apprised to the members that Ms. Namrata Jain had been appointed as the Non-Executive Non Independent Director of the Company in the Annual General Meeting of the Company held on 10<sup>th</sup> August, 2016.

Subsequently, based on the recommendation of the Nomination and Remuneration Committee and keeping in view the performance, experience, rich knowledge and leadership capabilities of Ms. Namrata Jain, the Board in its meeting held on November 11, 2022 has, subject to the approval of members, has appointed her as the Whole Time Director of the Company designated as Executive Director-Finance for a period of three (3) years i.e. from November 11, 2022 on the following terms and conditions:

- The office of Ms. Namrata Jain will be liable to retire by rotation.
- The remuneration of Ms. Namrata Jain is as follows, which shall be governed by the provisions / service regulations/policies of the Company:

<b>Particular</b>	<b>Amount (Monthly, in Rs.)</b>
<b>Basic Salary</b>	100,000/-
<b>Other allowance and perquisite</b>	150,000/-
<b>Other benefits/reimbursement</b>	Any other benefits/ reimbursement(s) admissible to the Senior Officers of the Company as per Rules of the Company, from time to time.

- Her annual increment will be considered by the Board or Committee thereof, in its absolute discretion subject to the limits provided under the Companies Act, 2013.
- She shall not be entitled to any sitting fee for attending the meetings of the Board of Directors of the Company or any committee or sub-committee thereof.
- Other terms and conditions of her appointment shall be governed by the provisions / service regulations/policies of the Company.

It is pertinent to note that the amendment to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Namrata Jain satisfies all the conditions set out in Part – I of Schedule V to the Companies Act, 2013 (“Act”) and also conditions set out under Section 196(3) of the Act for being eligible for her

re-appointment. She is not disqualified from being appointed as Director in terms of Section 164 and 196 of the Act and has given her consent to act as Director. Further, she is not debarred from appointment by any order of SEBI or any other authority.

Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of his re-appointment at Item No.1 is given in Annexure A to this Notice

Further, the payment of remuneration to Ms. Namrata Jain will result in total remuneration paid to Directors exceeding the limits prescribed under the Act. Pursuant to the provisions of Section 196(4), 197, 198 and Schedule V of the Act relating to payment of remuneration to directors in case of absence of profits and/ or inadequacy of profits, the Company may pay remuneration over and above the ceiling limit as specified therein, provided the members' approval by way of a special resolution has been obtained for payment of minimum remuneration for a period not exceeding 3 (three) years, subject to compliance with disclosure requirements and other conditions stated therein. The necessary disclosure in this regard, forms part of the Notice.

Additional information pursuant to Schedule V of the Act, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) in respect of his re-appointment at Item No.1 is given in Annexure A to this Notice.

Accordingly, the Board commends the special resolution set forth in Item No. 1 for the approval of members.

Except for Ms. Namrata Jain, none of the directors or Key Managerial Personnel of the Company/ their relatives (to the extent of their shareholding in the Company, if any) are in any way, concerned or interested, financially or otherwise in the Resolution set out at Item No. 1 in the Notice.

**By Order of the Board of Directors  
For SAL Automotive Limited  
Sd/-**

**Place: Ghaziabad  
Date: 21<sup>st</sup> December, 2022**

**(Gagan Kaushik)  
Company Secretary  
M. No. FCS 8080**

DETAILS OF DIRECTOR WHO IS PROPOSED TO BE APPOINTED/REAPPOINTED AS DIRECTOR, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) AND INFORMATION REQUIRED AS PER SCHEDULE V OF THE ACT ARE AS UNDER:-

<b>1. General Information/ Information about the Appointee</b>	
<b>Name of Director</b>	Ms. Namrata Jain
<b>Date of Birth (Age)</b>	5 <sup>th</sup> March, 1985
<b>Nationality</b>	Indian
<b>Date of first Appointment on Board of Company</b>	3 <sup>rd</sup> February, 2016
<b>Qualifications</b>	BA (Hons.) Economics and PGDM in Finance & Marketing
<b>Resume/Experience/ Expertise in Specific functional Area, in brief including job profile, suitability and Recognition or awards</b>	Mrs. Namrata Jain is the BA (Hons.) Economics and PGDM in Finance & Marketing and having more than 12 years of experience in corporate finance, project financing and financial research & analysis. She is currently working with B4S Solutions Private Limited.
<b>Directorship held in other Companies</b>	NIL
<b>Chairperson / Member of the Committee of the Board of Directors of the Company</b>	NIL
<b>Membership/Chairmanship of Committee of other Companies</b>	NIL
<b>Number of Board/ Committee Meetings attended during the year</b>	Three
<b>Number of Shares Held either directly or for beneficial basis for any other person</b>	NIL
<b>Terms &amp; Conditions of Appointment including Remuneration proposed to be paid</b>	As provided in explanatory statement.
<b>Remuneration last drawn</b>	Rs. 1,72,070/- Per Month

Relationship with other Directors, Manager and KMPs of the Company including	Apart from holding directorship in the Company, Ms. Namrata Jain has no relationship (including pecuniary relationship directly or indirectly) with the Company or its Key Managerial Personnel. As on date of this notice, she holds no equity Shares/ ESOPs in the Company in her personal capacity including as a beneficial owner.																																				
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any																																					
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin):	Considering the size of the Company, the profile of Ms. Namrata Jain, her responsibilities and the industry benchmarks, the remuneration proposed is in line with remuneration drawn for similar positions in companies of similar scale and size.																																				
Listed entities from which she has resigned in the past three years	NA																																				
<b>2. General Information about the Company/ Industry</b>																																					
Nature of industry:	Automotive Components, Seats and Agricultural Implements.																																				
Date or expected date of commencement of commercial production	Company is incorporated in 1974 and had commenced its business from the date of incorporation.																																				
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA																																				
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The Company commenced business from the date of its incorporation.																																				
Financial performance based on given indicators	<table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Standalone</th> </tr> <tr> <th colspan="2">Year ended (in Lakhs)</th> </tr> <tr> <th></th> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>Total income</td> <td>15212</td> <td>9595</td> </tr> <tr> <td>Total expenses</td> <td>15512</td> <td>9510</td> </tr> <tr> <td>Contribution Profit</td> <td>3413</td> <td>2655</td> </tr> <tr> <td>Contribution Margin %</td> <td>22</td> <td>28</td> </tr> <tr> <td>EBITDA (Before ESOP expense)</td> <td>26</td> <td>291</td> </tr> <tr> <td>Margin %</td> <td>0.2</td> <td>3.0</td> </tr> <tr> <td>Net Profit/(Loss)</td> <td>-238</td> <td>97</td> </tr> <tr> <td>Paid-up Capital</td> <td>240</td> <td>240</td> </tr> <tr> <td>Reserves &amp; Surplus</td> <td>2794</td> <td>3116</td> </tr> </tbody> </table>		Particulars	Standalone		Year ended (in Lakhs)			2021-22	2020-21	Total income	15212	9595	Total expenses	15512	9510	Contribution Profit	3413	2655	Contribution Margin %	22	28	EBITDA (Before ESOP expense)	26	291	Margin %	0.2	3.0	Net Profit/(Loss)	-238	97	Paid-up Capital	240	240	Reserves & Surplus	2794	3116
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Reserves & Surplus	2794	3116																																			
Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration during the previous 3 (three) financial years. The foreign investors, mainly comprising of FIIs and NRIs, are on																																				



	account of issuances of securities and/or secondary market purchases, from time to time
<b>3. Other Information</b>	
<b>Reason of loss or inadequate profits</b>	Increase in fixed overheads on account of capacity enhancement, increase in borrowings and growth of low margin products resulted into loss.
<b>Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms</b>	With the streamlining of capacity enhancement project and steps taken to increase the contribution level and absorption of fixed overheads with the increased volumes, there will be improvement in margins.

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

Place: Ghaziabad  
Date: 21<sup>st</sup> September, 2022

Sd/-  
(Gagan Kaushik)  
Company Secretary  
M. No. FCS 8080