

February 26, 2024

The National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra – Kurla Complex
Mumbai 400051

The Department of Corporate Services
BSE Limited,
P.J. Towers, Dalal Street
Mumbai 400001

Scrip Symbol: SANSERA

Scrip Code: 543358

Dear Sir/ Madam

Sub: Notice of Postal Ballot

Pursuant to regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice ("**Notice**") of Sansera Engineering Limited ("**the Company**") along with the explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking approval of the Members of the Company through remote e-voting ("**e-voting**") on the following resolutions:

S. No.	Particulars	Type of Resolution
1.	To consider and approve the reappointment of Mr. Fatheraj Singhvi as Managing Director to be designated as Joint Managing Director of the Company	Ordinary Resolution
2.	Continuation of Mr. Fatheraj Singhvi as Managing Director to be designated as Joint Managing Director of the Company post attaining the age of Seventy years	Special Resolution
3.	To alter the object clause of the Memorandum of Association of the Company	Special Resolution

In accordance with the applicable laws and circulars issued by the Ministry of Corporate Affairs, the said Notice is being sent electronically to all the members whose names appear in the Register of Members/list of Beneficial Owners and whose email IDs are registered with the Company/depositories **as on the cut-off date i.e., Friday, February 16, 2024**. Members who have not updated their email addresses with the Company are requested to update their email address as per instructions given in the enclosed notice.

The e-voting period commences from **Wednesday, February 28, 2024 (09:00 A.M.) (IST)** and ends on **Thursday, March 28, 2024 (05:00 P.M.) (IST)**.

This notice has also been hosted on the Company's website at www.sansera.in

This is for your information and records.

Thanking you,

for Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary and Compliance Officer
M.No. F5176

Encl: a/a

SANSERA ENGINEERING LIMITED

Reg Off: Plant 7, No. 143/A, Jigani Link Road, Bommasandra Industrial Area, Anekal, Bangalore-560 105, India,
Tel: +91 80-27839081/82/83. Fax: +91 80-27839309

E-mail id: info@sansera.in Website: www.sansera.in CIN: L34103KA1981PLC004542

SANSERA ENGINEERING LIMITED

CIN: L34103KA1981PLC004542

Registered Office: Plant-7, No.143/A, Jigani Link Road Bommasandra Industrial Area, Anekal Taluk, Bengaluru 560105; **Telephone:** +91 80 27839081/82/83; **Fax:** +91 80 27839309

Website: www.sansera.in; **Email:** rajesh.modi@sansera.in

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Wednesday, February 28, 2024 from 9.00 A.M. (IST)	Thursday, March 28, 2024 till 5.00 P.M. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard-2 (**“SS-2”**) on General Meetings issued by The Institute of Company Secretaries of India, each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (**“MCA”**) (hereinafter collectively referred to as **‘MCA Circulars’**) and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the Special Resolution(s) as set out in this Notice are proposed for consideration by the members of the Company for passing by means Postal Ballot by voting through electronic means (remote e-voting) only.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (**‘Notice’**) for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (**‘RTA’**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

If your email address is not registered with the Company/ Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited (“Link Intime”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.sansera.in

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 P.M. (IST) on Thursday, March 28, 2024. The remote e-voting facility will be disabled by Link Intime immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1) TO CONSIDER AND APPROVE THE REAPPOINTMENT OF MR. FATHERAJ SINGHVI AS MANAGING DIRECTOR TO BE DESIGNATED AS JOINT MANAGING DIRECTOR OF THE COMPANY.

To consider, and if thought fit, to pass the following resolution, with or without modifications as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and the Articles of Association of the Company, in pursuance to recommendation of Nomination & Remuneration Committee of the Company at its meeting held on February 12, 2024, the consent of the Members of the Company be and is hereby accorded for reappointment of Mr. Fatheraj Singhvi (DIN: 00233146) as Managing Director to be designated as Joint Managing Director of the Company liable to retire by rotation, for a period of 5 (five) years, with effect from August 06, 2024 till August 05, 2029 on such terms and conditions as stated hereinbelow and more elaborated in the explanatory statement and as mutually agreed between the Company and Mr. Fatheraj Singhvi.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded for payment of such remuneration to Mr. Fatheraj Singhvi (DIN: 00233146), to be designated as Joint Managing Director of the Company, for a term of 5 (five) years with

effect from August 06, 2024 till August 05, 2029, as detailed in the explanatory statement annexed hereto, with an authority to the Board of Directors (on recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration (including the Fixed pay, Variable Pay/ Commission and other benefits) including annual increase in his remuneration within the overall limits as mentioned in the explanatory statement, in accordance with the applicable law.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of reappointment of Mr. Fatheraj Singhvi, the Company has no profits or its profits are inadequate, the Company shall pay to him remuneration by way of salary, benefits, and perquisites excluding commission.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) be and is hereby authorized to do all such acts, deeds or things as may be required to give effect to the aforesaid resolutions.”

2) CONTINUATION OF MR. FATHERAJ SINGHVI AS MANAGING DIRECTOR TO BE DESIGNATED AS JOINT MANAGING DIRECTOR OF THE COMPANY POST ATTAINING THE AGE OF SEVENTY YEARS.

*To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to Section 196,196(3) 197, 198 and 203 and other applicable provisions read with Schedule V of Companies Act 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force including SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as approved by the Board of Directors of the Company on recommendation of Nomination & Remuneration Committee on February 12, 2024, the consent of the Members of the Company be and is hereby accorded for allowing Mr. Fatheraj Singhvi (DIN: 00233146), to continue the office of Managing Director to be designated as Joint Managing Director of the Company post attaining the age of 70 years during his term of reappointment.

RESOLVED FURTHER THAT that the Board of Directors (hereinafter referred to as the “Board” which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.”

3) TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

*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 Section 4, 13, 15 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may

be imposed by them, if any, the consent of the members of the Company be and is hereby accorded for insertion of the below mentioned object clause in addition to the existing object clause in the Memorandum of Association of the Company as Sub Clause No. 1 (a) after 1 of Clause III (A) therein:

1(a): To carry on the businesses of manufacturing parts, components, assemblies and accessories for aviation, electricals, electronics, and defence (including arms, ammunitions and all types of forgings, castings and other finished or semi-finished products for use in the manufacture of defence), in accordance with the laws and regulations of the Country.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all necessary documents, applications, agreements, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory Authority in respect of any matter(s) arising from or incidental to the said amendment.”

Registered Office:

Plant-7, No.143/A, Jigani Link Road
Bommasandra Industrial Area
Anekal Taluk, Bengaluru 560105

**By Order of the Board
Sansera Engineering Limited**

Sd/-
Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place: Bengaluru

Date: February 21, 2024

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (“**the Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended, setting out material facts relating to the Resolutions and reasons thereof, is annexed hereto and forms part of this notice.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and Rule 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2, and the MCA circulars, the Company is pleased to provide Remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-voting is mentioned in note no. 18 hereunder.
3. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository

Limited (NSDL) & Central Depository Services (India) Limited (CDSL) (“the Depositories”) as on Friday, February 16, 2024, (the ‘**cut-off date**’) and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“**RTA**”).

4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.sansera.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. As per the MCA Circulars, physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only. The Company has engaged the services of Link Intime India Private Limited (“Link Intime”) for the purpose of providing remote e-voting facility to its members.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
6. Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: rnt.helpdesk@linkintime.co.in
7. Resolution, if passed by the members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e., Thursday, March 28, 2024, in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of members convened on that behalf.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice upto the date of declaration of Postal Ballot results. Members can inspect the same by writing an email to the Company at rajesh.modi@sansera.in
11. Brief details of the directors, who are seeking appointment /reappointment, are annexed hereto as per the requirement of regulation 36(3) of the Listing Regulations and the provisions of the Act.

12. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, LINK INTIME by e-mail at enotices@linkintime.co.in, Tel: 022-4918 6000 or the Company at e-mail at rajesh.modi@sansera.in
13. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.

Results of voting shall be declared within 48 hours from the time of conclusion of the remote e-voting.
14. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed on the Company's website www.sansera.in
15. The Board of Directors of the Company has appointed CS Pramod SM or failing him CS Biswajit Ghosh of M/s. BMP & Co., LLP, a Practicing Company Secretary firm, Bengaluru as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
16. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e., www.sansera.in. The results shall simultaneously be communicated to the Stock Exchanges i.e., BSE and NSE.
17. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed at the close of the e-voting period.
18. Remote e-Voting Instructions for shareholders:

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 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 to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by LINK INTIME, on the resolutions set forth in this Notice. The instructions for e-voting are given below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e-voting	End of remote e-voting
240061	Wednesday, February 28, 2024, from 9.00 A.M. (IST)	Thursday, March 28, 2024, till 5.00 P.M. (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by LINKINTIME upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • 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: https://eservices.nsdl.com 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 under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. Click on company name or e-voting service provider name i.e., LINKINTIME, and you will be re-directed to ‘InstaVote’ website for casting your vote during the remote e-voting period. • If the user is not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. • 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. 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 16-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on the company name or e-voting service provider name i.e., LINKINTIME and you will be redirected to the e-voting website of LINKINTIME for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will also be able to see the E Voting Menu. The Menu will have links to an e-voting service

	<p>provider i.e., LINKINTIME. Click on LINKINTIME you will be redirected to InstaVote website for casting the vote during remote e-voting period.</p> <ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access the e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, the user will be provided links for the respective ESP i.e., LINKINTIME, click on LINKINTIME and you will be redirected to InstaVote website for casting the vote during remote e-voting period. 								
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants.</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. • Once login, you will be able to see the 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 i.e., LINKINTIME and you will be redirected to e-voting service provider website i.e., InstaVote website for casting your vote during the remote e-Voting period. 								
<p>Individual shareholders holding securities in physical mode/ Non-Individual Shareholders holding shares in Demat mode & Evoting service Provider is LINKINTIME</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: Enter your User ID details as given below.</p> <table border="1" data-bbox="561 1455 1414 1717"> <thead> <tr> <th>Manner of holding shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For Members who hold shares in demat account with CDSL</td> <td>16-digit beneficiary ID</td> </tr> <tr> <td>For Members who hold shares in demat account with NSDL</td> <td>8-character DP ID followed by 8-digit Client ID</td> </tr> <tr> <td>For Members who hold shares in physical form</td> <td>EVENT NO. + Folio Number registered with the Company</td> </tr> </tbody> </table> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p>	Manner of holding shares	User ID	For Members who hold shares in demat account with CDSL	16-digit beneficiary ID	For Members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID	For Members who hold shares in physical form	EVENT NO. + Folio Number registered with the Company
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	<p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> • Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’, above. • Shareholders holding shares in NSDL form, shall provide ‘D’ above • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>
<p>Cast your vote electronically</p>	<ol style="list-style-type: none"> i. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. ii. E-voting page will appear. iii. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). iv. After selecting the desired option i.e., Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes,’ else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of **LINKINTIME** at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular “Event”.

Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide folio no., name of Member, 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 e-mail to investors@glandpharma.com or rnt.helpdesk@linkintime.co.in.
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID 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 investors@glandpharma.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c) Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014.**

ITEM NO.1:

Mr. Fatheraj Singhvi (Mr. Singhvi) aged 69 years, a Chartered Accountant by qualification is one of the Co-Promoter and currently the Joint Managing Director of the Company overseeing all the operations and activities of the Company. Prior to joining full time in Sansera in 2006 he was a partner at M/s. Singhvi, Dev & Unni from 1981. Thus, he has over 41 years of experience in all areas of the business, including strategic acquisition, developing, and maintaining relationships with the customers, suppliers, and various other stakeholders. Mr. Singhvi is instrumental in driving the Sansera Foundation, playing an active role in the Corporate Social responsibilities' related activities of the Company for the betterment of society at large. He manages the Artificial Limb's Centre since 1982 and is involved in running the Dialysis Centre for the economically weaker people since 2016 on behalf of Karnataka Marwari Youth Federation. He is actively involved in Auto Component Manufacturing Association (ACMA) and is currently the President of Automotive skill Development Council (ASDC) formed by SIAM, ACMA & FADA under the aegis of National Skill Development Corporation.

Mr. Singhvi was appointed as the Managing Director designated as Joint Managing Director of the Company for a period of 5 years up to August 05, 2024. Over these years, he has been instrumental in scripting the phenomenal growth and global success of the Company. Sansera Engineering Limited is one of the prominent manufacturers and supplier of highly precisions and complex automobile components with a consistent track record of growth. Mr. Singhvi has been one of the key pillars in the orchestration of the Company's values and has been instrumental in ensuring acceleration of growth through engineering expertise. He has also been instrumental in driving the Sansera Foundation and has been playing an active role in many Corporate Social responsibilities' related activities for the betterment of society at large.

In view of the expertise, knowledge and experience of Mr. Singhvi, the Board of Directors of the Company ("the Board") at its meeting held on February 12, 2024, on recommendation of Nomination & Remuneration Committee of the Board of Directors and subject to approval of members as an Ordinary Resolution and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 including amendments if any, reappointed Mr. Fatheraj Singhvi (DIN: 00233146) as a Managing Director designated as Joint Managing Director, for a further period of 5 (five) years from the date of expiry of his present term, i.e., from August 06, 2024 till August 05, 2029 on certain terms and conditions including remuneration payable to him during his term.

The principal terms and conditions of reappointment of Mr. Singhvi (hereinafter referred to as "the Appointee") including his remuneration are as given below:

A. Tenure of reappointment: 5 (Five) years w.e.f. August 06, 2024, till August 05, 2029.

B. Nature of Duties: The appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as

may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Subsidiaries or any other Executive body or a Committee of such a Company

C. Remuneration:

(a) **Salary:** In the range of ₹ 2.50 Cr (Rupees Two Crores Fifty Lakhs Only) to ₹ 4.00 Cr (Rupees Four Crores Only) per annum.

(b) **Commission:** In the range of ₹ 0.75 Cr (Rupees Seventy Lakhs Only) to ₹ 3.00 Cr (Rupees Three Crores Only) per annum.

(c) **Annual Increments:** The salary and commission as stated above will be increased every year within the range prescribed above during the term of his reappointment as may be decided by the Board on the recommendation of Nomination & Remuneration Committee which will be based on merits and considering the Company's and Mr. Singhvi's performance, market conditions etc., without seeking approval every year from the shareholders, subject to the conditions that the total remuneration payable to him shall be within the prescribed limits of the Companies Act, 2013 or SEBI Listing Regulations, including amendments if any.

(d) **Benefits, Perquisites, Allowances:** In addition to above, the appointee shall be entitled to the following as per the Rules / or the Company's policy:

- a. Allowances, Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund.
- b. Mediclaim Insurance Premium per month.
- c. Leave in accordance with the Rules of the Company. Privilege Leave earned but not availed is cashable; and
- d. Car-pool, travel expenditure (excluding personal travel), facilities of any one club and personal security.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the reappointment, the Company has no profits or its profits are inadequate, the Company shall pay to him, remuneration by way of Salary, Benefits, and Perquisites as specified above (excluding commission).

The reappointment and remuneration of Mr. Singhvi is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and SEBI (LODR) Regulation, 2015. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is also eligible to act as a Joint Managing Director of the Company pursuant to applicable provisions of the Act, subject to approval of the shareholders of the Company.

The Notice read with Explanatory Statement should be considered as a written Memorandum setting out the terms of reappointment and remuneration of Mr. Singhvi, as Joint Managing Director for a period of five (5) years with effect from August 06, 2024, as required under Section 190 of the Companies Act, 2013.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the Annexure 1 to the Explanatory Statement.

Except Mr. Singhvi, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolutions as set out under item no. 1 of this Postal Ballot notice for approval of the Members by means of Ordinary Resolution.

ITEM NO. 2:

Section 196(3) of the Companies Act read with Part-I of Schedule V of the Act provides that no company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of 70 years unless it is approved by the shareholders as a Special Resolution.

Mr. Fatheraj Singhvi will be attaining the age of 70 years on March 15, 2025, during his reappointment tenure as a Joint Managing Director. Since Mr. Fatheraj Singhvi will be turning 70 years old during the term of reappointment, approval from the members as a special resolution will be required in respect thereof, as per the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 including amendments, if any.

Shareholders' approval is hereby sought by way of a Special Resolution for the continuation of reappointment of Mr. Fatheraj Singhvi as Managing Director to be designated as Joint Managing Director of the Company post attaining the age of 70 years for the remaining period of his term of 5 years, *i.e.* until August 05, 2029 on the same terms of reappointment and remuneration payable to him in that capacity for the same period as per detail mentioned under item no. 1 of the explanatory statement.

Except Mr. Singhvi, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the Annexure 1 to the Explanatory Statement.

The Board recommends the Resolutions as set out under item no. 2 of this Postal Ballot notice for approval of the Members by means of Special Resolution.

ITEM NO. 3:

It is brought to the attention of the Shareholders that as per main object of the Memorandum of Association of the Company, the Company is authorized to carry on the business of manufacture of engineering products, and to carry on the business as agents, distributors, representatives, and dealers in all types of engineering products, more specifically stated in the Memorandum of Association of the Company, copy of which is available on the website of the Company www.sansera.in.

The Company proposes to alter the Memorandum of Association of the Company by way of allowing the Company to carry on the businesses of manufacturing parts, components, assemblies and accessories for aviation, electricals, electronics, and defence (including arms, ammunitions and all types of forgings, castings and other finished or semi-finished products for use in the manufacture of defence), in accordance with the laws and regulations of the Country.

The addition of such object clause will contribute to the national interest and in supporting the "Make in India" initiative which aims to boost domestic manufacturing and position India as a global manufacturing hub. Further, such initiative is not only aligned with the economic growth of the country but will also serve as a strategic move to enhance our national security. Our Company, being a responsible corporate entity, can play a vital role in contributing to such additional sectors.

In order to do the same, it is proposed to insert Sub Clause 1 (a) after existing Clause 1 under Part-(A) of Clause III of the Memorandum of Association of the Company. Pursuant to Section 13 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to alter the Main Object Clause of Memorandum of Association of the Company as a special resolution.

The Board on February 21, 2024, has approved alteration of Main Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders and other applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 etc., including applicable rules or amendments, if any through postal ballot process.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the resolution set out in Resolution No. 3 of the accompanying Notice as a Special Resolution.

Registered Office:

Plant-7, No.143/A, Jigani Link Road
Bommasandra Industrial Area
Anekal Taluk, Bengaluru 560105

By Order of the Board
Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place: Bengaluru

Date: February 21, 2024

Annexure 1

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder:

Name	Mr. Fatheraj Singhvi
DIN	00233146
Nationality	Indian
Date of Birth and Age	March 15, 1955 (69 years)
Date of first appointment on the Board	March 3, 1991, vacated office on June 11, 2018 and again appointed as Joint Managing Director on August 06, 2019 for a period of 5 years.
Brief Resume, Experience and Nature of Expertise in specific functional areas	<p>Mr. Fatheraj Singhvi (Mr. Singhvi) aged 69 years, a Chartered Accountant by qualifications is one of the Co-Promoter and currently the Joint Managing Director of the Company overseeing all the operations and activities of the Company. Prior to joining full time in Sansera in 2006 he was a partner at M/s. Singhvi, Dev & Unni from 1981. Thus, he has over 41 years of experience in all areas of the business, including strategic acquisition, developing, and maintaining relationships with the customers, suppliers, and various other stakeholders.</p> <p>Mr. Singhvi is instrumental in driving the Sansera Foundation playing an active role in Corporate Social responsibilities' related activities of the Company for the betterment of society at large. He manages the Artificial Limb's Centre since 1982 and is involved in running the Dialysis Centre for the economically weaker people since 2016 on behalf of Karnataka Marwari Youth Federation.</p> <p>He is actively involved in Auto Component Manufacturing Association (ACMA) and is currently the President of Automotive skill Development Council (ASDC) formed by SIAM, ACMA & FADA under the aegis of National Skill Development Corporation.</p>
Qualification	Fellow member of the Institute of Chartered Accountants of India.
No. of Board Meetings attended during the financial year as a director	4 in FY2024 till the date of this notice
Directorships held in other Listed Companies	NIL

Terms and conditions of reappointment	As per the terms and conditions captured in the Explanatory statement attached hereto.
Directorships held in other Public Companies along with listed companies from which the person has resigned in the past three years	NIL
Memberships / Chairmanships of Committees of other Boards along with listed companies from which the person has resigned in the past three years.	NIL
Number of shares held in the Company, including shareholding as a beneficial owner	27,95,549
Remuneration last drawn (excluding sitting fees)	Rs. 25,069,200.00 p.a as approved by the shareholders on September 08, 2023 for FY 2023-24. No sitting fees paid.
Remuneration sought to be paid	As stated in the Explanatory Statement attached hereto.
Relationships between Directors inter-se	Nil
Occupation	Business