



SAR AUTO PRODUCTS LIMITED

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

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

Date: 28-08-2023

ISIN: INE002E01010
Scrip Code: 538992

Respected Sir,

SUB: Intimation regarding 36th Annual General Meeting of the Company.

REF: COMPANY CODE 538992

As per captioned subject, we hereby intimate that 36th Annual General Meeting is scheduled to be held on 26th September, 2023 on Tuesday at 11:00 A. M. at the Registered office of the Company situate at 50-E Bhaktinagar Inds Estate, Rajkot – 360002.

You are requested to take the same in your record.

Yours faithfully,

Thanking you,

For, SAR Auto Products Limited

Shreyas R. Virani
Whole Time Director
Din: 00465240

Enclosure: Copy of Notice of 36th Annual General Meeting of the Company.

NOTICE

Notice is hereby given that the **THIRTY-SIXTH (36th) ANNUAL GENERAL MEETING OF THE MEMBERS OF SAR AUTO PRODUCTS LIMITED** (CIN: L34100GJ1987PLC010088) will be held at the Registered Office of the Company at 50-E, Bhaktinagar Inds. Estate, Rajkot-360002 on **26TH SEPTEMBER, 2023** on **TUESDAY** at **11:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone Audited Financial Statements as on 31st March, 2023 and the Profit & Loss Account for the year ended on that date and the Board's Report and the Auditors' Report thereon.

“RESOLVED THAT the audited financial statement of the Company for the financial year ended on March 31, 2023 together with the report of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. Rameshkumar D. Virani (DIN: 00313236) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rameshkumar D. Virani (DIN: 00313236), who retires by rotation at this meeting, and being eligible offer himself for re-appointment, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

SPECIAL BUSINESS:

3. Approval for Re - appointment of Mr. Shreyas Rameshbhai Virani (DIN: 00465240) as Whole Time Director of the Company and terms of Remuneration:

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

“RESOLVED THAT pursuant to provisions of Sections 196, 197,198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, re-appointment made by the Board of Directors of the Company of Mr. Shreyas Rameshbhai Virani (DIN: 00465240) as Whole Time Director of the Company for a further term of five (5) years w.e.f 30th September, 2023, liable to retire by rotation and at a Remuneration of Rs. 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment, be and is hereby approved and ratified by the Members of the Company and with full liberty to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Nomination & Remuneration Committee of the Board), to revise/alter/modify/amend/change the terms and condition from time to time in accordance with the statutory limits/approvals as may be applicable.

Term of Appointment: Re-appointed for a further term of five (5) years w.e.f 30th September, 2023 to 29th September, 2028 and liable to retire by rotation.

Remuneration: Remuneration, by way of salary, perquisites, incentives and allowances, which together shall not, in any financial year, exceed Rs. 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment, as may be decided by the Board from time to time so long as the alterations are in conformity with the provisions of Section 196, 197, 198 and Schedule V to the Companies Act, 2013.”

“RESOLVED FURTHER THAT notwithstanding anything hereinabove, in the event of loss or inadequacy of profits or in the event that the limits set out in Section 197 and/or Schedule V to the Companies Act, 2013 are exceeded in any financial year(s), during the currency of tenure of Mr. Shreyas R. Virani (DIN: 00465240) as Whole Time Director of the Company, the above mentioned remuneration be paid to Mr. Shreyas R. Virani (DIN: 00465240), as minimum remuneration.”

“RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Shreyas R. Virani (DIN: 00465240) is executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of re-appointment and remuneration of Mr. Shreyas R. Virani (DIN: 00465240) as Whole time Director of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director/Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company and execute all such documents and writings as may be required to give effect to the aforesaid Resolution.”

4. To approve Related Party Transactions to be entered by the Company with related party. To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm’s length basis with related party/ies and for the maximum amounts per annum, for the year 2023-24 as mentioned herein below:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.)
1	Virani Estate Corporation (Partnership Firm)	1) Mr. Ramesh D. Virani, Chairman & Managing Director (DIN: 00313236) 2) Mr. Shreyas R. Virani, Whole-Time Director	Partners of the Firm	Sales/ Purchase/ Commission/ Rent Income	10.00 Crore

	(DIN: 00465240)			
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“RESOLVED FURTHER THAT the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013.”

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

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

Notes:

1. The notice of AGM along with Annual Report for 2022-23 is being sent to all the members whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on 18th August, 2023. In Furtherance, as per the MCA Circulars and SEBI Circulars, the Notice of Annual General Meeting with annual report of the year 2022-23 required to sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories as on 18th August, 2023. Members may note that the Notice and Annual Report of the year 2022-23 will also be available on the website of the Company at www.sarautoproductsltd.com and on the website of stock exchange on which the securities of the company are listed i.e. www.bseindia.com.
2. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited at ahmedabad@linkintime.co.in or nilesh.dalwadi@linkintime.co.in, for sending the same or can email to Company at sapl@sarautoproductsltd.com. In case of any Queries relating to availing soft copy can contact company at aforesaid mentioned E-mail id. Further, Company will send hard copy of full annual report to those shareholders who request for the same.
Further, To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company’s RTA in case the shares are held by them in physical form.
3. The relevant Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the special business under item no.03 AND 04 is annexed hereto. Further relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed. Further, Statutory Registers and other relevant documents are opened for inspection for the members at the Registered office of the company on all working days, during business hours up to the date of the meeting i.e. between 11:00 a.m. to 5:00 p.m. and will also be made available at the meeting
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the

commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable.

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

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting. The Said resolution/authorization shall be send to scrutinizer by e-mail to rachhkalpesh@gmail.com with CC to sapl@sarautoproductsltd.com.
6. The Register of member and Share Transfer Book of the Company will remain closed from 20th September, 2023, Wednesday to 26th September, 2023, Tuesday (Both days inclusive) in connection with the Annual General Meeting.
7. To ensure correct identity each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voters card, etc.
8. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Shareholders are requested to bring their copies of Annual Report at the meeting.
11. Members who are holding shares in Physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agent LINK INTIME INDIA PRIVATE LIMITED, 5th Floor, 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner, Off C G Road, Ellisebridge Ahmedabad-380006, Ph: 079-26465179, quoting their folio no. Further, please note that in case of members holding shares in demat form, any change(s) required in Address, Bank details, etc. are to be intimated to your DP and not to the Company or Registrar.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard.
Further, SEBI has mandated submission of Pan by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their Pan details to their depository participants. Members holding shares in physical form are requested to submit their Pan details to the Company's RTA.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants ("DPs") in case the shares

are held by them in electronic form and to LINK INTIME INDIA PRIVATE LIMITED in case the shares are held by them in physical form.

15. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2023 through email on sapl@sarautoproductsltd.com The same will be replied by the Company suitably.
16. The Company has listed its shares on the BSE Limited. The Listing fees till date have been paid.
17. The Route Map of Venue is printed over here at the end of the Notice (attached herewith separately).
18. Voting through electronic means:

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

- (i) **The voting period begins on 22nd September, 2023, Friday at 10:00 a.m. and ends on 25th September, 2023, Monday at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.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. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting</p>

	<p>period.</p> <p>2) If the user is not registered for IDeAS e-Services, 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</p> <p>3) 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 sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
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 toll free no. 1800 22 55 33
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

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

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

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant < SAR AUTO PRODUCTS LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at rachhkalpesh@gmail.com and to the Company at the email address viz; sapl@sarautoproductsltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 1. For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company email id at sapl@sarautoproductsltd.com /RTA email id at ahmedabad@linkintime.co.in
- 2. For Demat shareholders -**, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3. For Individual Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

19. Mr. Kalpesh P. Rachchh, proprietor of M/s. K. P. Rachchh & Co., Practicing Company Secretary (Membership no. FCS 5156) (Address: The Spire-2, Office No. 723, Shital Park Chowk, 150 ft. Road, Rajkot 360 007, Gujarat) has been appointed as the Scrutinizer to scrutinize the e-voting process and Voting at the Annual General Meeting in a fair and transparent manner.
20. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make and submit, within 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast In favor or against, if any, to the Chairman or a person authorized by him in writing.

Annexure to Notice:

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

For Item No. 3

Mr. Shreyas Rameshbhai Virani (DIN: 00465240) has been re-appointed as Whole-Time Director of the Company w.e.f 30th September, 2018 for a period of five (5) years and accordingly the term of Mr. Shreyas R. Virani (DIN: 00465240) as Whole-Time Director of the Company is about to expire on 29th September, 2023.

The Nomination & Remuneration Committee at their meeting held on 01st August, 2023 recommended before the Board of Director for re-appointment of Mr. Shreyas R. Virani (DIN: 00465240) for a further period/Term of 5 years at a remuneration of Rs. 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment and Board of Directors of the Company at their meeting held on 9th August, 2023 have approved and re-appointed Mr. Shreyas R. Virani (DIN: 00465240) for a further period/Term of 5 years at a remuneration of Rs. 12,00,000 p.a. – Maximum

remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment.

Further, pursuant to provision of section 196(4), section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of re-appointment including remuneration of Whole Time Director requires the approval of Members and accordingly, the matter at Item No. 3 is recommended before the Members for their approval by way of passing of Ordinary Resolution.

None of the directors and /or Key Managerial Personnel of the Company and their relatives, except Mr. Shreyas R. Virani (DIN- 00465240), Whole-Time Director being appointee, are in any way concerned or interested in the aforesaid resolution at Item no. 3.

In terms of the requirements as per sub-clause (iv) of the proviso to Section II of Part II of Schedule V to the Act, the information is as furnished below:

I. GENERAL INFORMATION:														
1	Nature of industry	Automobile Gears Manufacturer												
2	Date or expected date of commencement of commercial production	Already commence												
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Already commence												
4	Financial performance based on given indicators	Financial Performance of the Company for the Year ended 31st March, 2023: (Amount in Rs. in Lacs)												
		Revenue from operations:- 1160.68												
		Other Income: 33.35												
		Total Expenditure: 1104.21												
		Net Profit(Loss) Before tax: 89.81												
		Profit (Loss) for the period 61.78												
5	Export performance and foreign exchange earned for the financial year ended 31st March, 2023	Foreign Exchange Earning And Out Go:												
		<table border="1"> <thead> <tr> <th>Particular</th> <th>2022-23</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td colspan="3" style="text-align: center;">Rupees in Lakhs</td> </tr> <tr> <td>i. Total foreign exchange used (CIF Value of Imports)</td> <td>116.95</td> <td>30.60</td> </tr> <tr> <td>ii. Total foreign exchange earned on F.O.B basis</td> <td>2.31</td> <td>163.10</td> </tr> </tbody> </table>	Particular	2022-23	2021-22	Rupees in Lakhs			i. Total foreign exchange used (CIF Value of Imports)	116.95	30.60	ii. Total foreign exchange earned on F.O.B basis	2.31	163.10
		Particular	2022-23	2021-22										
		Rupees in Lakhs												
i. Total foreign exchange used (CIF Value of Imports)	116.95	30.60												
ii. Total foreign exchange earned on F.O.B basis	2.31	163.10												
6.	Foreign investments or collaborations, if any.	No such investment or collaboration												

II. INFORMATION ABOUT THE WHOLE TIME DIRECTOR:		
1.	Background details	<p>Name:- Mr. Shreyas Rameshbhai Virani Designation:- Whole-Time Director Date of Birth: 09/03/1970</p> <p>Age:- 53 years Experience:- about 31 years Qualification:- B.Com</p> <p>Mr. Shreyas R. Virani is Promoter Director of the Company w.e.f 14/04/2007. Mr. Shreyas R. Virani is not holding any other Directorship in any other Company</p>
2.	Past remuneration	Rs. 12,00,000 p.a.– Maximum remuneration Paid Rs. 10,55,964.00 p.a.
3.	Recognition or awards	NONE
4.	Job profile and his suitability	Mr. Shreyas R. Virani is having a rich experience of around 31 years in the Business and he is associated with the Company since 16 years. He is having experience in Finance and Administration area. His wide and rich experience is very beneficial in the growth and development of the Company.
5.	Remuneration proposed	Remuneration, by way of salary, perquisites, incentives and allowances, which together shall not, in any financial year, exceed 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment
6.	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 his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any.	<p>Apart from Mr. Shreyas R. Virani is a Whole time Director of the Company, he also holds position as CFO of the Company and as Director holding 298160 Equity Shares at the Face value of Rs. 10/- each of the Company in his individual capacity i.e. 6.26%. (As on 31st March, 2023)</p> <p>Mr. Shreyas R. Virani is son of Mr. Rameshkumar D. Virani who is Chairman and Managing Director of the Company and are promoters of the Company</p>

III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	The Company has reported a Total income of Rs. 1160.68 Lakhs for the year ended on 31st March, 2023 as against Rs. 1068.85 Lakhs for the previous year ended on 31st March, 2022. The Company has reported a net profit after tax of Rs. 61.78 Lakhs for F.Y 2022-2023 as against net profit after tax of Rs. 112.71 Lakhs for F.Y 2021-2022. The proposed remuneration is less than the maximum permissible remuneration prescribed as per Schedule V of the Companies Act, 2013 in case of no profits /inadequate profits pursuant to the approval of the shareholders.
2.	Steps taken or proposed to be taken for improvement	Company is continuously working hard to improve the profitability of the business The Company has initiated several measures and continuously keeping watch on the operations of the Business and in thoughtful process of new innovations/inventions to overcome the situation.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.
(IV) DISCLOSURES		
1.	The Shareholders of the Company shall be informed of the remuneration package of the managerial person.	The remuneration paid to Mr. Shreyas R. Virani is as stated above and Disclosures relating to remuneration is disclosed in Boards Report.

For Item No. 4

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

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

Accordingly, board proposed for availing prior approval of Members of the Company for the transaction as mentioned below for the financial year 2023-24, related to Sale, purchase or supply of goods or materials, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services, rent income or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Turnover of the Company or such other threshold limits as may be specified by the Companies Act, 2013:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.)
1	Virani Estate Corportion (Partnership Firm)	1) Mr. Ramesh D. Virani, Chairman & Managing Director (DIN: 00313236) 2) Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240)	Partners of the Firm	Sales/ Purchase/ Commission/ Rent Income	10.00 Crore

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item 4 of the Notice.

Mr. Ramesh D. Virani, Chairman & Managing Director (DIN: 00313236) and Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240) and CFO are interested director, other than this no directors, relative and KMP are interested or concerned in the resolution as set out in Item 4 of the Notice.

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ANNEXURE TO NOTICE

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

Name of Director	Mr. Rameshkumar D. Virani	Mr. Shreyas R. Virani
DIN	00313236	00465240
Date of Birth & Age	13-03-1944 & Age: 79 years	09/03/1970 & Age: 53 years
Initial Date of Appointment	14-01-2005	14/04/2007
Expertise in Specific functional area	Administration	Finance & Administration
Experience	41 Years	31 years
Number of Meetings of the Board attended during the year Total five (5) Board Meetings were held during the year	05	05
List of public companies in which Directorship held (other than this company)	NIL	NIL
Name of listed entities from which the person has resigned in the past	NIL	NIL

three years		
Chairman/Member of the committees of the Company as on 31/03/2023	Chairman- 1 Member- in 2 Committees	Chairman- 1 Member- in 3 Committees
Chairman/Member of the committees of Directors of other Companies	NIL	NIL
Shareholding in SAR AUTO PRODUCTS LIMITED as on 31/03/2023	Holding 1094480 Equity Shares i.e. 22.97%	Holding 298160 Equity Shares i.e. 6.26%
Relationship between director Inter -se	Father of Mr. Shreyas R. Virani, Whole-Time Director of the Company	Son of Mr. Rameshkumar D. Virani, Managing Director of the Company
Terms and Conditions of appointment / re-appointment and Remuneration	Liabile to retire by rotation at this ensuing AGM and being eligible offered himself for re-appointment and shall be reappointed at same terms, subject to approval of members of the Company.	Re-appointment for a further period of five (5) years w.e.f 30 th September, 2023 at a Remuneration, by way of salary, perquisites, incentives and allowances, which together shall not, in any financial year, exceed 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment

Place: Rajkot

Date: 9th August, 2023

By order of Board of Directors

Sar Auto Products Limited

Rameshkumar D. Virani
Chairman and Managing Director
DIN: 00313236

SAR AUTO PRODUCTS LIMITED

(CIN: L34100GJ1987PLC010088)

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

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

ATTENDENCE SLIP FOR 36TH ANNUAL GENERAL MEETING

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

I hereby record my presence at the 36th Annual General Meeting of the Company held at Registered office of the Company situated at 50-E, Bhaktinagar, Inds. Estate, Rajkot-360002 at 11:00 A.M. on Tuesday, September 26, 2023.

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

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

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

SAR AUTO PRODUCTS LIMITED

(CIN: L34100GJ1987PLC010088)

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

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

36TH ANNUAL GENERAL MEETING ON 26th SEPTEMBER, 2023**Proxy form**

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

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

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

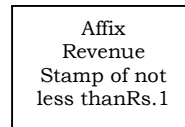
Name			
Address			
E-mail Id		Signature	
or failing him			
Name			
Address			
E-mail Id		Signature	
or failing him			
Name			
Address			
E-mail Id		Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Tuesday, September -26, 2023, at 11:00 a.m. at 50-E, Bhaktinagar, Inds. Estate, Rajkot-360002, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote(Optional See Note 2) Please Mention No. of Shares		
		For	Against	Abstain
ORDINARY BUSINESS				

1	To receive, consider, approve and adopt the Standalone Audited Financial Statements as on 31st March, 2023 and the Profit & Loss Account for the year ended on that date and the Board's Report and the Auditors' Report thereon			
2	To appoint a Director in place of Mr. Rameshkumar D. Virani (DIN: 00313236) who retires by rotation and being eligible, offers himself for re-appointment.			
SPECIAL BUSINESS				
3	Approval for Re - appointment of Mr. Shreyas Rameshbhai Virani (DIN: 00465240) as Whole Time Director of the Company and terms of Remuneration			
4	To approve Related Party Transactions to be entered by the Company with related party			

Signed this _____ day of _____ 2023.



Signature of shareholder

signature across Revenue stamp

Signature of Proxy holder(s)

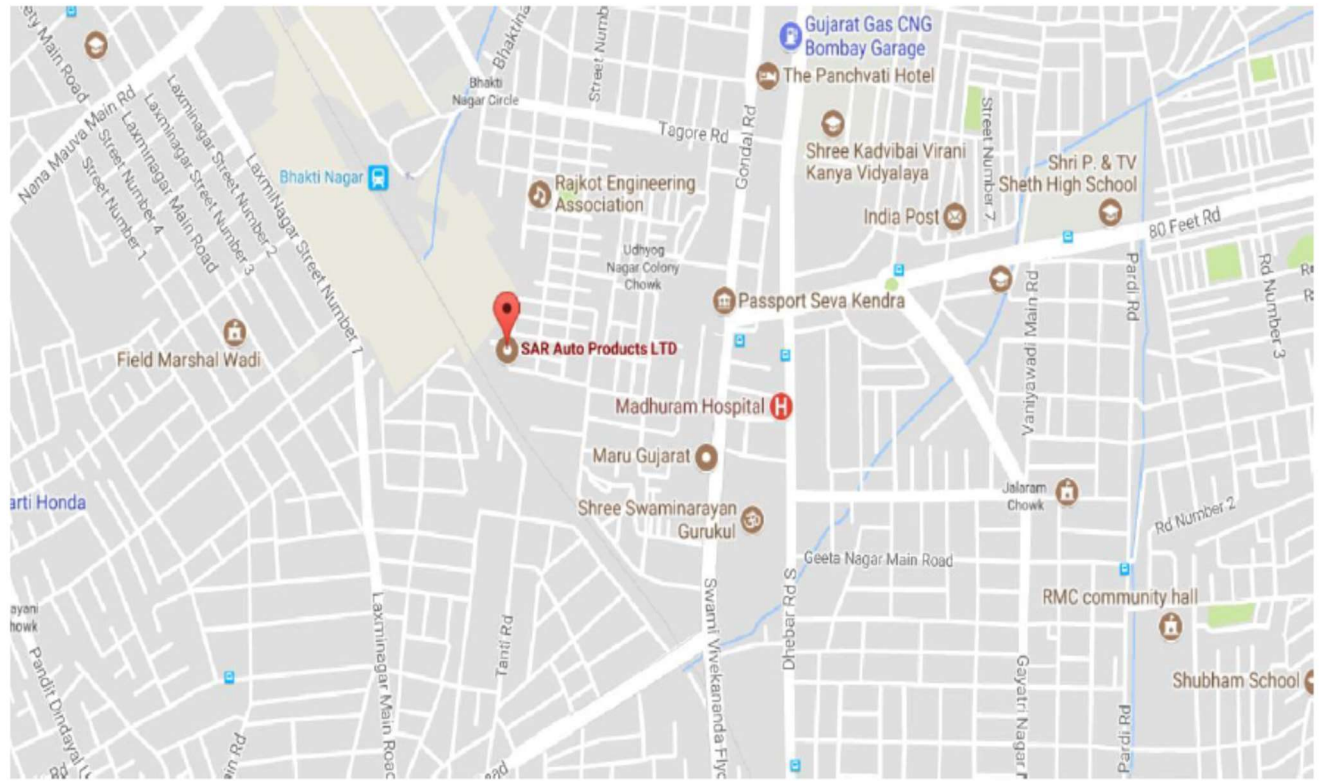
Note:

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

For Office Use: Proxy No.

Date of Receipt _____

ROUTE MAP OF SAR AUTO PRODUCTS LIMITED FOR ANNUAL GENERAL MEETING



36th AGM Date: 26th September, 2023

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

Place: At Registered office

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

Registered office Address:

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

Email: sapl@sarautoproductsltd.com