



SM Auto Stamping Limited



Manufacturers of sheet metal pressed components & welded assemblies for Automobile & Electrical OEMs.

GSTIN. : 27AAKCS1177K1ZX

CIN NO.: L27109MH2006PLC163789

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400001
Phones : 91-22-22721233/4,
Fax : 91-22-22721919
CIN: L67120MH2005PLC155188
Email: corp.comm@bseindia.com

Date: 11th August, 2021.

BSE Symbol: SMAUTO

Sub: Notice of 14th Annual General Meeting of the Company to be held on Monday, 20th September, 2021.

Dear Sir/Madam,

Please find attached herewith a copy of Notice of 14th Annual General Meeting together with related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for your reference and perusal.

Kindly take the same on your record and acknowledge.

Yours Faithfully,
For **SM AUTO STAMPING LIMITED**


Mukund Narayan Kulkarni,
Chairman and Managing Director

Enclosures:

1. Notice of 14th AGM of the Company to be held on Monday, 20th September, 2021.

NOTICE OF 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SM AUTO STAMPING LIMITED WILL BE HELD ON MONDAY, THE 20TH DAY OF SEPTEMBER, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT J-41, MIDC AMBAD, NASHIK, MAHARASHTRA 422010, INDIA AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES THROUGH VIDEO CONFERENCING -

ORDINARY BUSINESS:

1. To receive, consider, adopt and approve -
 - a) the standalone Audited Financial Statements for the year ended 31st March, 2021, (including Standalone Balance Sheet as at 31st March, 2021, Standalone Profit and Loss Account, Standalone Cash Flow Statement) together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
 - b) and Consolidated the Financial Statements for the year ended 31st March, 2021, (including Consolidated Balance Sheet as at 31st March, 2021, Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on even date and the report of Auditors thereon.
2. To appoint a Director in place of Mrs. Alka Mukund Kulkarni, Director (DIN: 06896902), who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT, Pursuant to Section 152 of the companies Act 2013, and other applicable provisions of the Companies Act 2013, Mrs. Alka Mukund Kulkarni, Director (DIN: 06896902) whose period of office is liable to determination by retirement of directors by rotation and who has offered herself for re-appointment, be and is hereby re-appointed as director liable to retire by rotation.”

For and on behalf of Board of Directors of

FOR SM Auto Stamping Limited

Sd/-

**Mr. Mukund Narayan Kulkarni
Chairman And Managing Director**

DIN: 00248797

ADDRESS: AlkundBanglow, Krishna Colony Shivaji Nagar, Jail Road, Nashik Road Nashik 422101

Date: 10.08.2021

Place: Nashik

Sd/-

**Mr. Suresh GunawantFegde
Whole Time Director**

DIN: 00248850

ADDRESS: No. 9, Jay Ambe Colony Shivaji Nagar, Jail Road, Nashik Road Nashik 422101

NOTES:

1. The Board of Directors of the Company at its meeting held on 10th August, 2021 have approved the business to be transacted at the 14th AGM of the Company.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular No. 02/2021 dated 13th January, 2021, issued by the Ministry of Corporate Affairs (“MCA Circular”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 14th AGM of the Company is being conducted through Video Conferencing (VC) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 14thAGM shall be the Registered Office of the Company.
3. In view of the MCA Circular, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 14thAGM. However, in pursuance of Section 112 and Section 113 of the Act, corporate members are required to send the Company at investorrelations@smautostamping.com a certified true copy of Board resolution, authorizing their representatives to attend and vote at the meeting through Video conferencing (VC). **Accordingly, the Proxy Form and Attendance Slip are not annexed to this notice.**
4. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday 11th September, 2021 to Monday, 20th day of September, 2021 (both days inclusive)** for the purpose of 14thAnnual General Meeting.
6. Pursuant to the MCA Circular and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies, electronic copy of the notice of the 14thAGM along-with the Annual Report for the financial year ended on 31st March 2021, consisting of Audited Standalone and Consolidated Financial Statements for year 2021 including Board Report, Auditors Report and other documents required to be attached therewith being annexures have been sent only to those Members whose e-mail ids are Registered with the company of Registrar and Share transfer agent or depository Participant(s) through electronic means and no physical copy of the notice has been sent by the company to any member. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 14thAGM and the Annual Report for the year 2021 and all other

communication sent by the Company, from time to time, can get their email address registered as per instructions mentioned in point no. 13 of this notice.

The Notice of the 14thAGM and the Annual Report for the year 2021 including therein the Audited Financial Statements for the year 2021 and consolidated financial statement will be available on the website of the Company at www.smautostamping.com AND website of Bombay Stock Exchange of India Limited ”

7. Member attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Cut-off date for determining the names of shareholders eligible to get notice of Annual General Meeting is 6th August, 2021.
9. In case of joint holders attending meeting only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
10. The Shareholders seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the 14thAGM are requested to write to the Company on companysecretary@smautostamping.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the 14th AGM members seeking to inspect the register can send email to investorrelations@smautostamping.com
12. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting, members seeking to inspect the register can send email to investorrelations@smautostamping.com

The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2020-2021 shall also be available on the Company's website www.smautostamping.com.

13. INSTRUCTION FOR UPDATING OF EMAIL ID.

- A. The members who have not registered their email ids with the company may contact company secretary of the company at

investorrelations@smautostamping.com or phone No 0253-6621106/07 for registering their email ids on or before (cut of date i.e. 10th September 2021). The Company shall send the notice to such members whose email ids get registered within aforesaid time enabling them to participate in the meeting and cast their votes.

- B. If there is change in e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company by writing an email on investorrelations@smautostamping.com or to DPs in respect of shares held in electronic form.
- C. Members holding shares in Demat mode may kindly note that any request for change of address or change of email-id or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from members holding shares in Demat mode.
- D. The Company has appointed M/s. Bigshare Services Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting DPID and CLID, full name and name of the Company as "SM AUTO STAMPING LIMITED."

14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- 1) Members may kindly note that, in accordance with the aforementioned MCA Circulars, the Company is providing the VC facility to the members for participating in the Meeting.
- 2) Members may note that the Video conferencing (VC) facility, provided by Google Meet allows participation of 100 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 14thAGM without any restriction on account of first-come-first-served principle.
- 3) The members are requested to follow the following instructions in order to participate in the Meeting through Video conferencing (VC) mechanism:
 - A) The login-id and password for joining the meeting has been separately provided along with this Notice;

- B) The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 10.45 a.m. and 15 minutes after the expiry of the said scheduled time i.e. till 11.15 a.m.;
- C) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting;
- D) Participation of single member shall only be allowed at a time;
- E) Members are requested to e-mail at investorrelations@smautostamping.com or call at 0253-6621106/07 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
- F) Shareholders will be provided with a facility to attend the AGM through VC/OAVM through attached credential. After clicking on the respective link, the Shareholder can join to the meeting.
- G) Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.
- H) Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- I) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- II) The participants who are going to attend the AGM through Mobile Devices or Tables are requested to download "Google Meet" Application from Playstore.
- J) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their requisition in advance at least 2 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at investorrelations@smautostamping.com.
- K) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at companysecretary@smautostamping.com these queries will be replied by the Company suitably by e-mail.
- L) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

M) Electronic copy of all the documents referred to in the accompanying Notice of the 14th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at <https://www.smautostamping.com/investors.html>

15. INSTRUCTION FOR VOTING THROUGH EMAIL ON DESIGNATED EMAIL ID/REMOTE E-VOTING

- A. Pursuant to MCA Circular, If the numbers of members attending the 14th Annual General Meeting through Video conferencing (VC) is below 50 (Fifty), then Chairman may decide to conduct voting through show of hands, while, If the poll is demanded on resolution(s) to be transacted in the 14th AGM and/or if the total number of members attending meeting exceeds 50 (Fifty), then the Shareholders have to cast vote on items considered in the meeting by sending their votes in favour or against the resolution by clicking on link provided in the email which will be sent to shareholders separately wherein a google form will be provided to cast the vote. The Voting through the designated email-id shall be verified by the Scrutinizer.
- B. Voting rights of the members for voting through remote e-voting provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 10th September 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting provided in the Meeting.
- C. The Board of Directors of the Company has appointed M/s MDSB AND CO LLP, (AAP - 4949), Firm of Practicing Company Secretaries, Nashik as a Scrutinizers to scrutinize the remote e-voting process for the 14th Annual General Meeting in a fair and transparent manner.
- D. Pursuant to MCA Circular, the company shall be providing the facility of voting through E-mail which shall be sent to designated email id of the Company i.e. smautostampingagm@gmail.com.
- E. During the course of the meeting the Chairman of the meeting will make an announcement for voting lines open and then shareholders by clicking on link provided in a separate email may cast their vote on resolutions proposed in the 14th AGM.
- F. The voting period will be half an hour and during voting period, Shareholders of the Company, holding shares as on the Cut-off date i.e. 10th September, 2021 may vote by clicking on the link provided in separate email containing google form and that a person who is not a member as on the cut-off date should treat this notice for information purposes only.

G. The details of the process and manner for voting by sending an email to Designated Email-Id are explained below:

Step No 1: - The Shareholder should click on the link to open google form.

Step No 2: - Fill the Personal details as below:-

- Name: _____
- Status: Individuals/ HUF/ NRI/ Corporate Shareholder/ Institutional Shareholder / Other (Specify)
- Beneficiary ID/DPID followed by CLID

Manner of holding shares i.e. Demat or Physical Your User ID is: (NSDL or CDSL) or Physical	
a) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For Example if your DP ID is IN500*** and Client ID is 13***** then your user ID is IN500***13*****
b) For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For Example if your Beneficiary ID is 14***** then your user ID is 14*****

H. After filling the personal information, in the next section “Resolution Description”. Read the respective Item-wise resolution(s) as per Notice of Annual General meeting and cast your vote by clicking on options “assent/dissent” for casting vote.

I. After casting vote on all resolution(s) serially, click on the “Submit” button.

J. Once you “Submit” your vote on the resolution, you will not be allowed to modify your vote.

K. Upon confirmation the message "vote cast successfully will be displayed."

L. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may follow the same instructions as mentioned above.

M. In case you have any queries or issues regarding voting, you may write to the Company Secretary at Company's email address sachin.jadhav@smautostamping.com.

N. The result of remote e-voting provided in the meeting shall be aggregated and declared in the meeting of the company by Chairman or a person authorized by him in writing, who shall countersign the same and declare

the result of the voting and after declaration of result of voting, the 14th AGM will get concluded.

- O. If the process of counting of votes requires the more time then Chairman shall take call to adjourn the 14th AGM in pursuance to Companies Act, 2013 and in adjourned meeting the result of voting shall be declared.
 - P. The results declared along with the report of the scrutinizer shall be placed on the Company's website immediately after the result is declared by the Chairman.
 - Q. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.smautostamping.com/investors.html> immediately after the declaration of result by Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Shares of the Company are listed.
16. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore, Company is not providing e-voting facility to its shareholders but conducting voting through a provided in a separate email, considering MCA circular for conducting the meeting through video conferencing in COVID 19 situation.

SM Auto Stamping Limited

Reg. Off. J-41, MIDC Ambad, Nashik, Maharashtra, 422010.
CIN: L27109MH2006PLC163789

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(1) OF THE COMPANIES ACT, 2013

ORDINARY BUSINESS-

ITEM NO. 2- TO APPOINT A DIRECTOR IN PLACE OF MRS. ALKA MUKUND KULKARNI, DIRECTOR (DIN: 06896902), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.

As per the provisions of Section 152(6) of the Companies Act, 2013, two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in general meeting. At the first Annual General Meeting of a public Company held next after the date of the general meeting at which first directors appointed and at every subsequent annual general meeting one-third of such of the directors for the time as are liable to retire by rotation or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

Accordingly, Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: 06896902) has been longest in the office since her last appointment, is liable to retire by rotation in the ensuing Annual General Meeting. She offers herself for re-appointment and consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: 06896902).

BRIEF PROFILE OF Mr. Alka Mukund Kulkarni, Director (DIN: 06896902):

Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: [06896902](#)) is Resident Indian, her age is 59 years. She is a Non Executive Director in the Company. She has completed her Masters in Commerce from Marathwada University, Aurangabad in 1984. She has an overall work experience of over 36 years in the field of accounts and finance.

As on the date of notice, Mrs. Alka Mukund Kulkarni (DIN: [06896902](#)), Non Executive Director holds 68,95,352 Equity Shares in Paid Up Share Capital of the Company in her individual capacity.

Except Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: [06896902](#)) being an appointee Director and Mr. Mukund Narayan Kulkarni, Chairman and Managing Director (DIN- [00248797](#)) being spouse of appointee Director, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 2 of the Notice.

Details of Director seeking appointment/re-appointment at this Meeting are provided in the "Annexure-1" to the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 to the Notice for approval of Members.

Annexure – I

Disclosure pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars of Director being appointed/reappointed at the ensuing Annual General Meeting

Sr. No.	Particulars	Mrs. Alka Mukund Kulkarni
1.	DIN	06896902
2.	Age	59 Years
3.	Qualification	Masters in Commerce from Marathwada University, Aurangabad
4.	Brief Profile	Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: 06896902) is Resident Indian, her age is 59 years. She is a Non Executive Director in the Company. She has completed her Masters in Commerce from Marathwada University, Aurangabad in 1984. She has an overall work experience of over 36 years in the field of accounts and finance
5.	Other Directorship	NA
6.	Terms and conditions of appointment/ reappointment	Mrs. Alka Mukund Kulkarni shall work as Non Executive Director of the Company on mutually agreed terms and conditions.
7.	Experience	36 Years
8.	Remuneration	Sitting fees shall be paid for each Board Meeting attended.
9.	Date of first appointment on the Board	13/06/2014
10.	Shareholding in the Company as on 31 st March, 2021	68,95,352 Equity Shares
11.	Membership/ Chairmanship of Committees of other Boards as on 31 st March, 2021	NA