

August 16, 2023

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, Block -G
Bandra-Kurla Complex
Bandra (East), Mumbai – 4000 51

Bombay Stock Exchange Limited
Corporate Relationship Department
P.J. Towers, Dalal Street
Mumbai – 4000 01

Scrip Symbol: SANSERA

Scrip Code: 543358

Dear Sir

Subject: Date of 41st Annual General Meeting, Intimation of Record date/ Book Closure Date pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We wish to inform you that the 41st Annual General Meeting (AGM) of the Company will be held on **Friday, September 08, 2023 at 11.00 am (IST)** through VC/OAVM.

Pursuant to Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Registrar of Members and the Share Transfer Books of the Company will remain closed from **Saturday, September 02, 2023 to Friday 08, 2023** (both days inclusive) for taking record of the members of the Company for the purpose of dividend and AGM.

The Dividend of Rs.2.50 per equity share of face value of Rs.2.00 each, as recommended by the Board of Directors for the financial year 2022-23 at its meeting held on May 22, 2023, if approved at the 41st Annual General Meeting, would be paid to those shareholders/ members:

- a) whose names appear as Beneficial Owners as at the end of the business hours on **Friday, September 01, 2023** (Record date) in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
- b) whose names appear as members in the Register of Members of the Company as at the end of the business hours on **Friday, September 01, 2023** after giving effect to valid request(s) received for transmission / transposition of shares.

SANSERA ENGINEERING LIMITED

Reg Off: No. Plant 7, 143/A, Jigani Link Road, 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

The dividend will be paid on or before September 20, 2023, subject to deduction of tax at source as may be applicable.

A copy of notice of AGM is attached herewith.

We request you to take the above intimation on your record.

Thanking you,

for Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary and Compliance Officer

Encls: Notice of 41st AGM

cc:

1. National Securities Depository Limited
2. Central Depository Services (India) Limited, and
3. Link Intime India Private Limited (RTA)

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NOTICE OF 41ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-First (41st) Annual General Meeting of the members of Sansera Engineering Limited will be held on Friday, September 08, 2023 at 11.00 am (IST) through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 2.50 per equity share for the year ended March 31, 2023.
3. Mr. Raunak Gupta (DIN: 06624489), Director liable to retire by rotation, who does not seek re-election.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013, Mr. Raunak Gupta (DIN: 0662448), a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as a Director of the Company."

4. To appoint a director in place of Mr. Fatheraj Singhvi (DIN: 00233146) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

5. RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, the Company hereby ratifies the remuneration not exceeding ₹ 3,00,000/- (Rupees Three Lacs only) plus applicable taxes, conveyance and reimbursement of out of pocket expenses incurred in connection with the cost audit payable to M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), appointed as Cost Auditor of the Company by the Board of Directors of the Company on May 22, 2023 for the financial year 2023-24 upon recommendation of the audit committee of the Company.

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) of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

6. CONTINUATION OF MR. SUBRAMONIA SEKHAR VASAN AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY ON 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 at its meeting held on February 06, 2023, the approval of members of the Company be and is hereby accorded, for the continuation of tenure of Mr. Subramonia Sekhar Vasani (DIN: 00361245) as Chairman & Managing Director of the Company, who has attained the age of 70 years.

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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

7. AMENDMENT TO THE TERMS OF APPOINTMENT OF MR. SUBRAMONIA SEKHAR VASAN

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 152, 196, 197 read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as recommended by Board of Directors of the Company at its meeting held on May 22, 2023, the terms of appointment of Mr. Subramonia Sekhar Vasani

(DIN: 00361245), who was appointed as Chairman & Managing Director of the Company for a term of five years with effect from July 08, 2020 and whose office was not liable to retire by rotation are hereby amended and he shall be with effect from May 22, 2023 be liable to retire by rotation and all other terms and conditions of his appointment will however remain same to the extent approved by the shareholders of the Company.

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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

8. APPROVAL FOR INCREASING REMUNERATION OF MR. S SEKCHAR VASAN AND MR. FATHERAJ SINGHVI, THE EXECUTIVE DIRECTORS OF THE COMPANY W.E.F. APRIL 01, 2023.

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded, upon recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company at its meetings held on August 01, 2023 to increase remuneration of Mr. S Sekhar Vasan (DIN: 00361245), Chairman & Managing Director and Mr. Fatheraj Singhvi, (DIN: 00233146) Joint Managing Director of the Company (both being the Executive Directors) as provided in the table below or as may be determined by the Board of Directors of the Company from time to time, which shall not exceed the limits as prescribed under Reg. 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 197 of Companies Act, 2013 and applicable clauses of the Articles of Association of the Company w.e.f. April 01, 2023:

S No	Name	Salary p.a. in ₹	Commission p.a. not exceeding in ₹
1	Mr. S Sekhar Vasan	25,069,200.00	75,00,000.00
2	Mr. F R Singhvi	25,069,200.00	75,00,000.00

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) of the Company are hereby authorized to give annual increments to the aforesaid Executive Directors, subject to maximum limits allowed under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions including amendments if any.

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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT all other terms and conditions Including perquisites and benefits etc shall remain same to the extent approved by the members of the Company.

9. APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO INDEPENDENT DIRECTORS.

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded for increase in remuneration payable to Independent Directors of the Company in form of fixed commission as recommended by Nomination and Remuneration Committee and Board of Directors of the Company at its meeting held on June 07, 2023 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, for an amount as provided below or as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2023 till the term of the appointment:

S No	Name	Existing Fixed Commission p.a.	Revised Fixed Commission p.a. w.e.f. April 01, 2023
1	Mr. Samir Purushottam Inamdar (DIN 00481968)	₹12,00,000.00	₹ 24,00,000.00
2	Mr. Lakshminarayan Muthuswami (DIN 00064750)	₹12,00,000.00	₹15,00,000.00
3	Mrs. Revathy Ashok (DIN 00057539)	₹12,00,000.00	₹15,00,000.00

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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

10. APPOINTMENT OF MR. BINDIGANAVILE RAGHUNATH PREETHAM (DIN: 03499506) AS AN EXECUTIVE DIRECTOR OF THE COMPANY, DESIGNATED AS EXECUTIVE DIRECTOR & GROUP CEO.

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 the Sections 196, 197, 203, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) in context of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Articles of Association of the Company, and in pursuance to recommendation of Nomination and Remuneration Committee of the Company at its meeting held on August 01, 2023, Mr. Bindiganavile Raghunath Preetham (B R Preetham) having DIN: 03499506, who has signified his consent in the Form DIR-2, be and is hereby appointed as an Executive Director designated as Executive Director & Group Chief Executive Officer of the Company for a period of 5 (five) years from the date of 41st Annual General Meeting i.e., September 08, 2023 till September 07, 2028 and whose office is liable to retire by rotation, and on such terms and conditions as stated hereinbelow and more elaborated in the explanatory statement and mutually agreed between the Company and Mr. B R Preetham.

RESOLVED FURTHER THAT approval of members of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) to give annual increments to Mr. B R Preetham during the term of his appointment subject to maximum limits allowed under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable provisions including amendments if any.

RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of appointment of Mr. B R Preetham, 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 applicable to him.

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 resolution."

11. APPROVAL FOR ALTERATION/ AMENDMENT OF CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to pass, the following resolution as a **special resolution**:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to approve the altered/ amended Articles of Association by inserting Articles 43(g) of Part A of the Articles of Association of the Company, as reproduced below:

Part A of the Articles of Association

Article 43 (g): Promoters right to appoint two directors on the Board.

43(g): Promoters may nominate two directors on the Board, who shall be the representative of the Promoters on the Board, provided that the Promoters cumulatively hold at least 10% of the issued and paid-up capital on a fully diluted basis.

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) of the Company be and is hereby authorized to do all such acts, deeds or things that may be necessary, proper and expedient to give effect to the aforesaid resolution".

Registered Office:

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

By Order of the Board

Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place : Bengaluru

Date: August 01, 2023

NOTES:

- 1) Ministry of Corporate Affairs ('MCA') vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars issued from time to time, the 41st AGM of the Company is being held through VC/OAVM on Friday, September 08, 2023 at 11.00 am (IST).
- 2) The deemed venue for the 41st AGM shall be the registered office of the Company, i.e., Plant 7, Plot No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105, Karnataka, India.
- 3) As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 05, 2020, issued by the MCA, the matters of Special Businesses as appearing in the accompanying notice, are considered to be unavoidable by the Board and hence form part of this notice.
- 4) A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- 5) Pursuant to the provisions of the Act, a member entitled to attend and vote at the 41st AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
- 6) Institutional Investors and corporate members are encouraged to attend and vote at the 41st AGM of the Company.
- 7) Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the 41st AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to info@bmpandco.com with a copy marked to the RTA of the Company i.e., Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open upto 30 minutes after the scheduled start time of the AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however shall not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key/ senior managerial personnel and auditors.
- 8) 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
- 9) 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.
- 10) Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per the requirement of regulation 36(3) of the Listing Regulations and the provisions of the Act.
- 11) The Board of Directors has recommended a dividend of ₹ 2.50 per equity share of the face value of ₹2/- each for the financial year ended March 31, 2023 for the approval of shareholders at the 41st AGM.
- 12) Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from Saturday September 02, 2023 to September 08, 2023 (both days inclusive) for the purpose of payment of dividend.
- 13) Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on or before September 20, 2023.
- 14) As per the Listing Regulations and pursuant to SEBI Circular dated April 20, 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the

members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders. Where the dividend cannot be paid through electronic mode, the same will be paid through physical instrument such as non-negotiable instruments/warrants/ Demand Draft with bank account details of such shareholders printed thereon.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar and Transfer Agent (in case of shares held in physical mode) and with their respective Depository Participants (in case of shares held in demat mode).

- 15) To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to RTA of the Company and to their respective depository participants.
- 16) In compliance with the MCA and SEBI Circulars, Notice of the 41st Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for 2022-23 will also be made available on the website of the Company, i.e., www.sansera.in, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
- 17) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
- 18) Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 19) Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at rajesh.modi@sansera.in.
- 20) Members seeking any information/desirous of asking any questions at the meeting with regard to the accounts or any other matter to be placed at the meeting are requested to send email to the Company Secretary at rajesh.modi@sansera.in at least 10 days prior to the meeting. The same will be replied by the Company suitably in the meeting.
- 21) In case of joint holders, 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 at the Meeting.
- 22) Share transfer documents and all correspondence relating thereto, should be addressed to the RTA of the Company at Link Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e., rnt.helpdesk@linkintime.co.in
- 23) To prevent any fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also be advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
- 24) SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.
- 25) Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. As on date of this AGM, there were no unpaid or unclaimed dividend amount which are required to be transferred to IEPF.
- 26) As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the members of the Company were requested to open a demat account and submit physical securities to their DPs.
- 27) As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities

market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the RTA of the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.

- 28) Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to RTA. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available by RTA on request.

INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. Temporary Registration for Demat shareholders:

The members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

iii. Registration of email id for Shareholders holding physical shares:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for Physical Shareholders:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with RTA by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

29) Information and other instructions relating to e-voting are as under:

- I. The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9.00 am (IST) on September 05, 2023 (Tuesday).

End of e-voting: Up to 5.00 pm (IST) on September 07, 2023 (Thursday).

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled automatically upon expiry of the aforesaid period.

- II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means.
- III. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the members.
- IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, September 01, 2023 . A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting.
- VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such member may obtain the User ID and password by sending a request at rnt.helpdesk@linkintime.co.in.
- VII. 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.
- VIII. 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.
- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting,

X. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 09, 2020, 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:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are 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>
 3. Visit the e-Voting 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-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 i.e; LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further

authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access 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, 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 your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the Company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

- A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- ▶ 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).
- ▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).
4. 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 LIPL 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>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o 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 minimum 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 time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ▶ Select the "**Company**" and '**Event Date**' and register with your following details:
 - A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - 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.
 - C. Mobile No.:** Enter your mobile number.
 - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

2. The members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request upto August 30, 2023 (5.00 pm (IST) with the Company on the email Id: rajesh.modi@sansera.in
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember to speak serial number and start your conversation with panelist by switching on the video mode and audio of your device.

Shareholders are requested to speak only when the moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

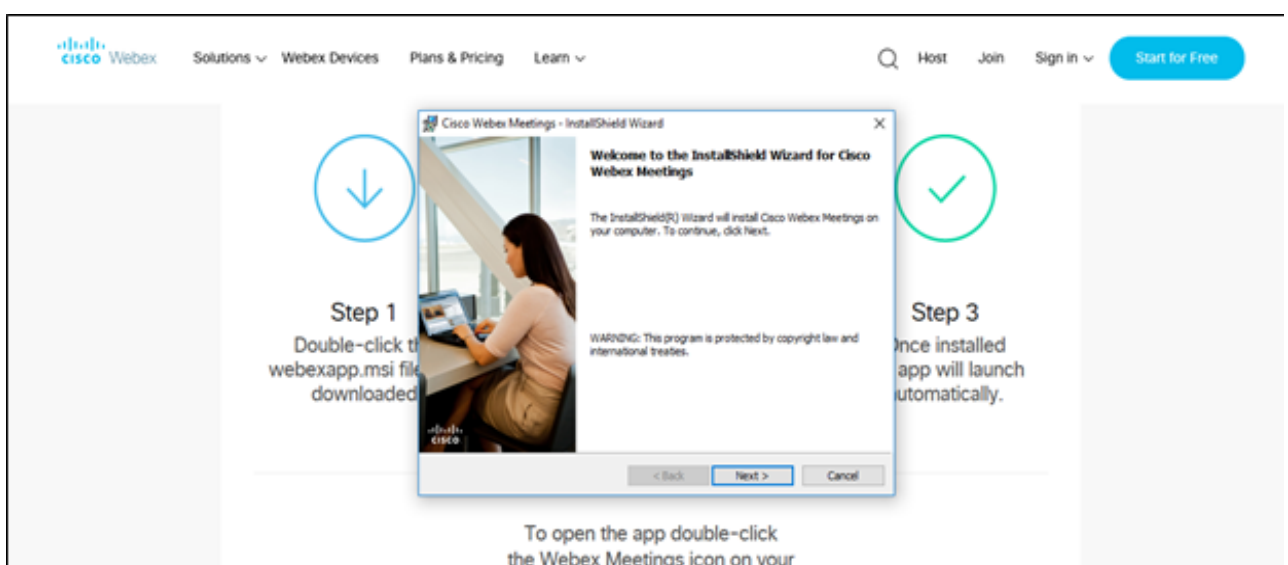
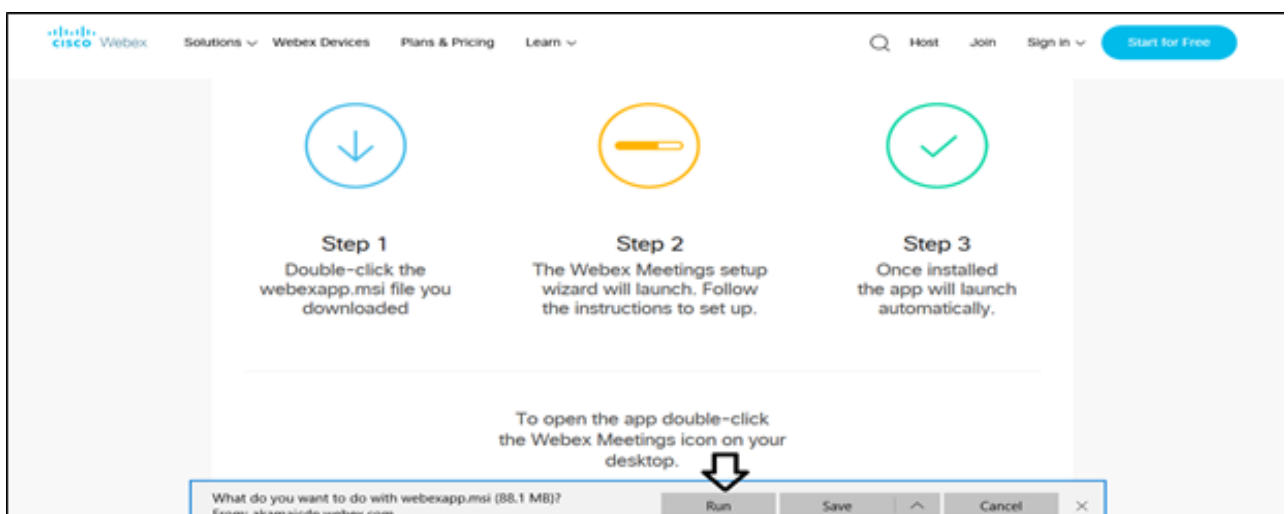
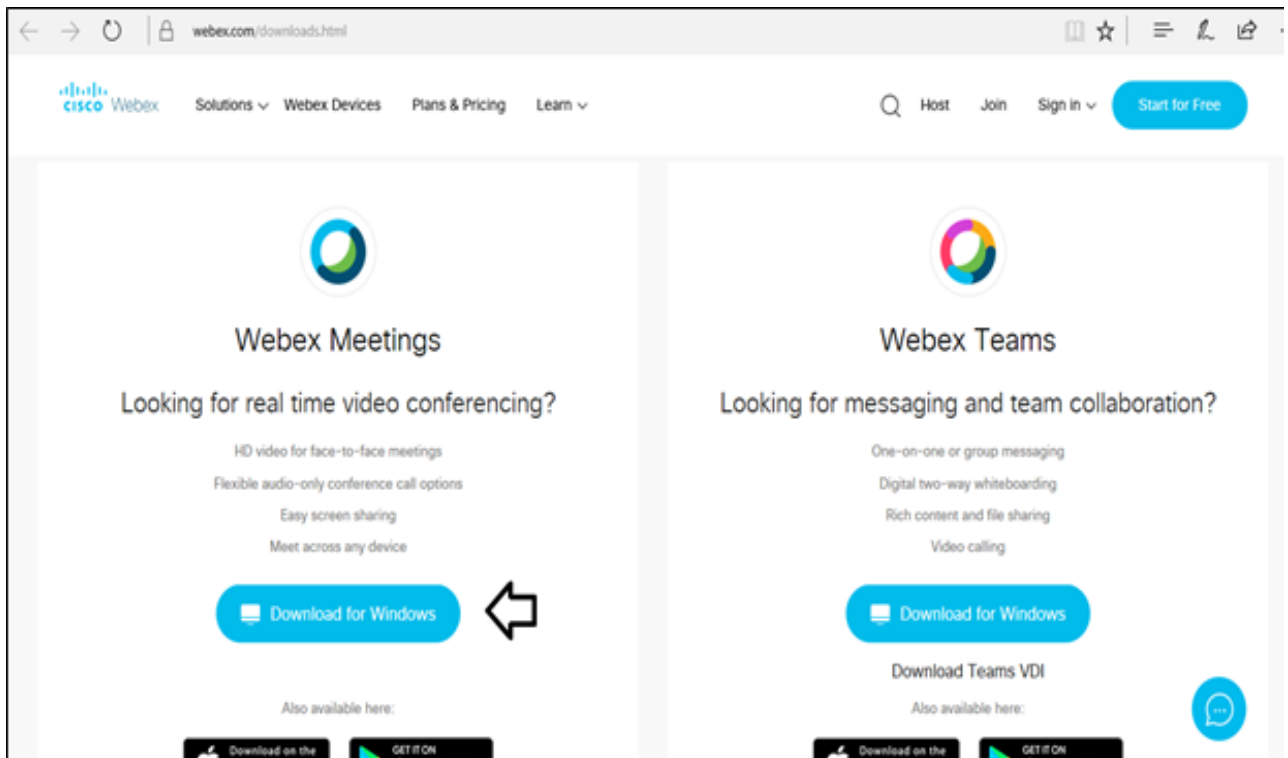
Guidelines to attend the AGM proceedings of Link Intime India Private Limited: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, Shareholders/ Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

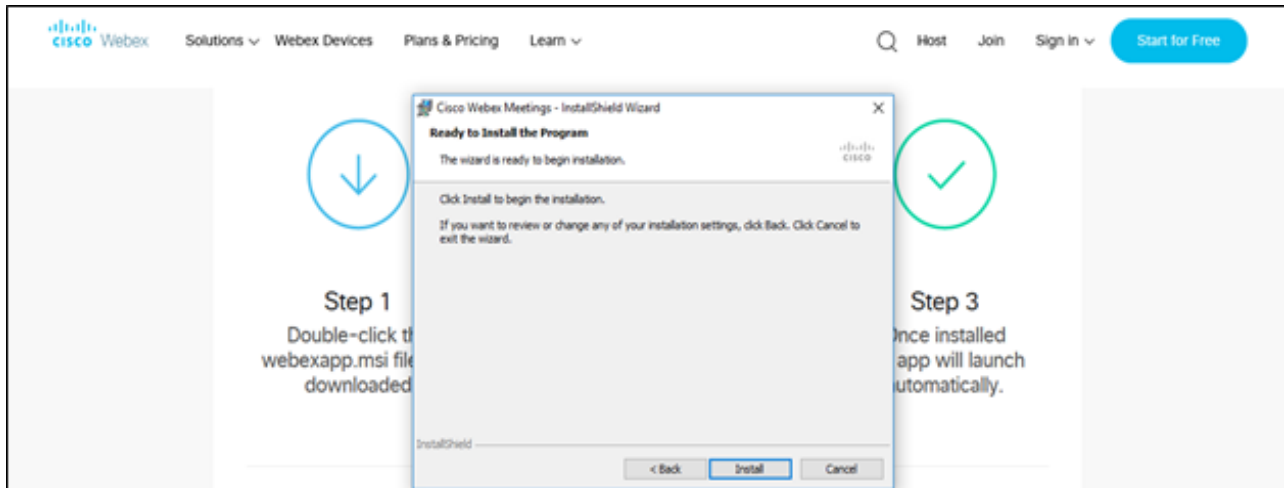
- a) Please download and install the Webex application by clicking on the link

<https://www.webex.com/downloads.html/>

<https://meetingsapac30.webex.com/webappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30>

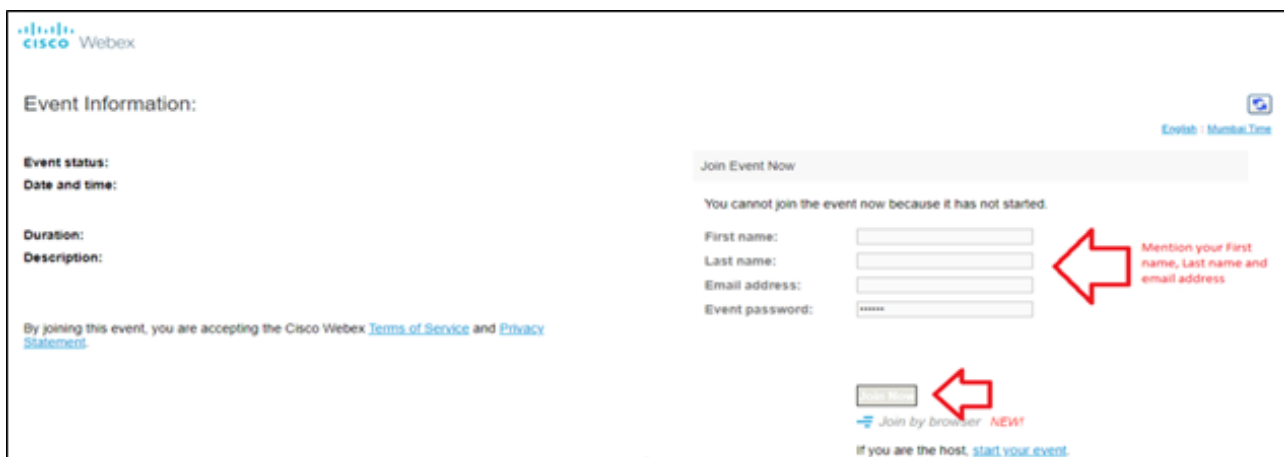


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



In case shareholders/members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5, 6, 7, 8, 9, 10 AND 11 IS GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 5: RATIFICATION OF FEE PAYABLE TO COST AUDITORS

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on May 22, 2023, approved the appointment of M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2023-24 at a remuneration not exceeding ₹ 3,00,000/- (Rupees Three Lakh Only) plus applicable taxes, out-of-pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at Item No. 5 of the Notice.

M/s. Rao, Murthy and Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have a vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 6: CONTINUATION OF MR. SUBRAMONIA SEKHAR VASAN AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

Mr. Subramonia Sekhar Vasana was appointed as the Chairman and Managing Director of the Company for a term of five years with effect from July 08, 2020 whose office was not liable to retire by rotation pursuant to board resolution dated September 08, 2020 and shareholder's resolution dated December 24, 2020. During the continuation of his tenure of appointment as Chairman and Managing Director, he has attained the age of 70 years.

In order to be compliant with the provisions of the SEBI (Listing and Obligation Regulations and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to retain him as Chairman and Managing Director of the Company on attaining age of 70 years in light of his vast immense knowledge and enrich technical experience which he has been contributing immensely in the growth of the Company since its incorporation and as approved by Board of Directors of the Company at its meeting held on February 06, 2023.

Hence, approval of the members is sought for the continuation of Mr. Subramonia Sekhar Vasana as Chairman and Managing Director of the Company on attaining the age of 70 years. All other terms and conditions of his appointment including prerequisites and benefits etc shall remain same to the extent approved by the members of the Company.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

The Board recommends the passing of the Resolution at Item No. 6 as a Special Resolution.

Except Mr. Subramonia Sekhar Vasana, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7: AMENDMENT TO THE TERMS OF APPOINTMENT OF MR. SUBRAMONIA SEKHAR VASAN, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

Mr. Subramonia Sekhar Vasana was appointed as the Chairman and Managing Director of the Company for a term of five years with effect from July 08, 2020 whose office was not liable to retire by rotation pursuant to board resolution dated September 08, 2020 and shareholder's resolution dated December 24, 2020.

In order to be compliant with the provisions of the SEBI (Listing and Obligation Regulations and the Companies Act, 2013 including amendments, if any, it is now proposed that office of Mr. Subramonia Sekhar Vasana shall be liable to retire by rotation with effect from May 22, 2023 and all other terms and conditions of his appointment shall remain unchanged to the extent approved by the shareholders of the Company.

The Board recommends the passing of the Resolution at Item No. 7 as a Special Resolution.

Except Mr. Subramonia Sekhar Vasana, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 8: APPROVAL FOR INCREASING THE REMUNERATION OF MR. S SEKCHAR VASAN AND MR. FATHERAJ SINGHVI, THE EXECUTIVE DIRECTORS OF THE COMPANY W.E.F APRIL 01, 2023.

Mr. S Sekhar Vasam and Mr. Fatheraj Singhvi, being the promoter executive directors of the Company have contributed immensely to the growth of the Company with their vast experience and knowledge in the industry. Further, the remuneration of Mr. F R Singhvi and Mr. S Sekhar Vasam was not increased since April 2017.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee at their meetings held on August 01, 2023 and subject to approval of the members, approved to increase remuneration payable to the promoter Executive Directors of the Company w.e.f. April 01, 2023 as stated in the resolution, which shall not exceed the limits as prescribed under Reg. 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 of Companies Act, 2013, as amended from time to time. All other terms and conditions of appointment of the Executive Directors Including prerequisites and benefits etc shall remain unchanged to the extent approved by the members of the Company.

In accordance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 197 of Companies Act, 2013, revision in remuneration payable to promoter Executive Directors of the Company requires approval of members of the Company.

In view of the above, the resolution at Item No. 8 of the notice is placed before the members for their approval as an Ordinary Resolution.

Except the Promoter Executive Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 8

ITEM NO. 9: APPROVAL FOR INCREASING FIXED COMMISSION PAYABLE TO INDEPENDENT DIRECTORS.

The Company's Non-Executive Independent Directors are professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Independent Directors have been shaping and steering the long-term vision, strategy and are making their invaluable contributions towards the future plan and growth of the Company.

Pursuant to Section 149(9) of the Companies Act, 2013 including amendments if any, an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to increase the annual fixed commission for a period of their term effective from April 01, 2023 as stated in the resolution, subject to the condition that total commission in aggregate does not exceed one per cent of the net profits of the Company for each Financial Year.

In accordance with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company.

In view of the above, the resolution at Item No. 9 of the notice is placed before the members for their approval as an Ordinary Resolution.

Except the Independent Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 9.

ITEM NO. 10: APPOINTMENT OF MR. BINDIGANAVILE RAGHUNATH PREETHAM (DIN: 03499506) AS EXECUTIVE DIRECTOR OF COMPANY, DESIGNATED AS EXECUTIVE DIRECTOR AND GROUP CEO.

Mr. Bindiganavile Raghunath Preetham (DIN: 03499506), presently is the Group Chief Executive Office of the Company. He was appointed as an Executive Director of the Company designated as Executive Director & Group Chief Executive Officer by the Board on the recommendation of Nomination and remuneration committee at its meeting held on August 01, 2023, which shall be effective from the date of 41st Annual General Meeting of the Company to be held on September 08, 2023, subject to the approval of shareholders.

He has been associated with the Company since 1992 and holding various positions.

The Company has received the requisite consent, disclosure(s) and declaration(s) from Mr. Bindiganavile Raghunath Preetham (B R Preetham) as required under the provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that no order of Securities and Exchange Board of India (SEBI) or any other such authority has been passed against him debarring him from accessing the capital markets or restraining him from holding the position of Director in any listed company.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on August 01,

2023, subject to approval of members at the 41st Annual General Meeting, Mr. B R Preetham (DIN: 03499506) is appointed as an Executive Director designated as Executive Director & Group CEO of the Company for a period of 5 years, with effect from September 08, 2023 (date of 41st AGM) till September 07, 2028 on the terms and conditions as set out in this item of the notice and as per agreement executed between Mr. B R Preetham and the Company and whose office shall be liable to retire by rotation.

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

- A. Tenure of Appointment:** The appointment of Mr. B R Preetham as Executive Director designated as Executive Director & Group CEO shall be from the date of 41st AGM of the Company (i.e., September 08, 2023) for a period five (5) years upto September 07, 2028 or till the date of his relinquishment of his employment with the Company, whichever is earlier.
- 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:** Mr. B R Preetham shall be entitled to remuneration as stated hereunder in terms of Schedule V to the Act and as per Industry/Market Standards:
- a) Salary:** ₹ 20,138,456.00 (Rupees Two Crore One Lakh Thirty Eight Thousand Four Hundred Fifty Six Only) per annum.
- b) Commission:** Not exceeding ₹ 50,00,000/- (Rupees Fifty Lacs Only) per annum. The commission shall be paid after approval of audited accounts of each financial years which shall be based on certain parameters including the Company's performance that shall be decided by the Board / or the Nomination & Remuneration Committee.
- c) Annual Increments:** The salary and commission as stated above will be increased/ or revised every year effective from April month by the Board / or the Nomination & Remuneration Committee after proper evaluation including company's performance, market conditions etc., without seeking fresh approval every year from the shareholders, subject to the conditions that the total remuneration payable to Mr. B R Preetham is / or are 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, Mr. B R Preetham shall be entitled to the following as per the Rules / or the Company's policy:

- Allowances, Contribution to Provident Fund, Superannuation Fund or Annuity Fund and Gratuity Fund.
- Mediclaime Insurance Premium per month.
- Leave in accordance with the Rules of the Company. Privilege Leave earned but not availed is cashable.
- Car-pool, travel expenditure (excluding personal travel), facilities of any one club and personal security and
- Options under Company's Employee Stock Option Plan.

D) Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the appointment, 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.

E) Other terms of Appointment:

- The Appointee shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.
- The terms and conditions of the appointment of the Appointee may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Appointee subject to such approvals as may be required.
- The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- The employment of the Appointee may be terminated by the Company without notice or payment in lieu of notice:
 - if the Appointee is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associate company to which he is required to render services; or
 - in the event of any serious, repeated, or continuing breach (after prior warning) or non-observance by the Appointee of any of the stipulations contained in the agreement to be executed between the Company and the Appointee ("Agreement"); or

- (c) in the event the Board expresses its loss of confidence in the appointee.
- (v) In the event the Appointee is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (vi) Upon the termination by whatever means of the appointee's employment:
 - (a) the Appointee shall immediately tender his resignation from his offices held by him in any subsidiaries and associate companies and other entities without claim for compensation for loss of office;
 - (b) the Appointee shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associate companies.
- (vii) During the course of employment, the Appointee shall not engage, directly or indirectly, in any activity that competes with the business or offers services that are substantially similar to those provided by the Company.
- (viii) During the course of employment and for a period of 12 months following the termination of the employment with the Company, the Appointee shall not solicit or attempt to solicit any of the Company's clients, customers, suppliers, vendors, or employees for purposes of offering competitive services or employment with any other organization.
- (ix) If and when the Agreement relating to appointment expires or is terminated for any reason whatsoever, the Appointee will cease to be the Executive Director & Group CEO of the Company.
- (x) To the extent authorized by the law, the Appointee shall not disclose confidential information of the Company to any party (until and unless it is required to be disclosed for the purposes of business) during the term of his employment and thereafter for a period of one (1) year after the completion or termination of the employment whichever is earlier; and
- (xi) The Appointee is appointed as Executive Director designated as Executive Director & Group CEO by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 196 and 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board recommends passing of the Resolution at Item No. 10 as an Ordinary Resolution in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013.

Except Mr. B R Preetham, none of the Directors or Key Managerial Personnels or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 11: APPROVAL FOR ALTERATION/ AMEDNMENT OF CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

As disclosed in the offer documents i.e., DRHP dated June 09, 2021, RHP dated September 06, 2021 and Prospectus dated September 17, 2021, filed with SEBI / stock exchanges during IPO of the Company, certain articles of Articles of Association of the Company relating to (i) right of Client Ebene Limited (CEL or Investor 1) to appoint one nominee director on the Board of Company, (ii) right of Promoters to appoint two directors on the Board of Company and (iii) the right of Promoters to receive upside sharing from Investors (Client Ebene Limited and CVCIGP II Employee Ebene Limited) shall be subject to receipt of shareholders' approval by way of a special resolution, post listing of equity shares on the recognized stock exchanges pursuant to the IPO of the Company.

All the above matters were placed before the members at the 40th AGM held on August 18, 2022 but the same was not approved by the shareholders.

After discussion, the Company decided to place the resolution for only one matter relating to right of promoters to appoint two (2) directors on the Board, provided the total cumulative holding of promoters do not fall below 10% (previously proposed as 5%) of the total outstanding equity share capital of the Company anytime.

Further, Mr. Raunak Gupta, Non-Executive Nominee Director, representing Client Ebene Limited has informed the Company that he will be retiring from the Board on completion of his term on the date of 41st AGM.

A copy of the Memorandum and Articles of Association of the Company together with proposed alterations would be available for inspection by the members at the registered office of the Company.

The Board recommends approval of Articles 43(g) of Part A of the Articles of Association of the Company, as reproduced in the resolution accompanying this notice to the members for its approval as a Special Resolution.

Save and except, Mr. S Sekhar Vasam and Mr. F R Singhvi and their relatives (to the extent of their shareholding in the Company), none of the other Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at item no. 11 of the notice.

Additional information of Director seeking appointment/ re-appointment as required under Regulation 36(3) of the Listing Regulation, 2015 and applicable Secretarial Standards and Schedule V of the Companies Act, 2013:

Name of the Director	Mr. Subramonia Sekhar Vasan (S Sekhar Vasan)	Mr. FATHERAJ SINGHVI (F R Singhvi)	Mr. Bindiganavile Raghunath Preetham (B R Preetham)
DIN	00361 245	002331 46	03499506
Nationality	Indian	Indian	Indian
Date of Birth and Age	March 02, 1953 (70 years)	March 15, 1955 (68 years)	October 12, 1970 (53 years)
Date of First Appointment on the Board	December 15, 1981	March 3, 1991, vacated office on June 11, 2018 and again appointed as Joint Managing Director on August 9, 2019 for a period of 5 years.	September 08, 2023 (proposed for approval of shareholders in the 41st AGM)
Brief Resume, Experience and Nature of Expertise in specific functional areas	<p>He has been a Director of the Company since incorporation.</p> <p>He holds a bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore. He has over 40 years of professional experience in the field of technology, engineering, quality, manufacturing etc.</p>	<p>Mr. F R Singhvi is the Joint Managing Director of the Company. He is currently the chairman of Pillar 3 of ACMA overseeing the activities of ACT, ASDC, HR, YBLF. He has over 40 years of professional experience. He is a chartered accountant and is a member of the Institute of Chartered Accountants of India. He was a partner at of M/s. Singhvi, Dev & Unni from 1981 to 2006. He manages the Artificial Limb's Centre and Dialysis Centre for Karnataka Marwari Youth Federation since 1982. His expertise are in Finance, Audit and Strategic matters.</p>	<p>Mr. B R Preetham is the Group CEO of Sansera. He has been the CEO of the group and leading it since 2013.</p> <p>Under his leadership, Sansera has grown from a revenue of Rs.551 Crore in 2013 to around Rs. 2,356 Crores in the last fiscal year and the company has consistently performed above its peers in the automotive industry in growth (CAGR of 15.6%) and profits on a year-on-year basis.</p> <p>He is responsible for long term strategy, growth, diversification and also overseeing the day-to-day operations of the company. He has a well-qualified and experienced team handling various functions. Most of his team have been nurtured and groomed in the Company.</p> <p>He is an Engineering graduate from Bangalore University and joined Sansera in 1992.</p> <p>He started his career in manufacturing and over the years, he progressively handled larger and more complex responsibilities in Quality, Manufacturing, Marketing, New Product Development and Engineering before being appointed as the CEO in 2013. He was also instrumental in getting the company listed through a very successful IPO in September 2021. He is responsible for setting up 10 green field facilities for Sansera group which includes one green field facility in Sweden.</p> <p>Apart from his leadership and entrepreneurship skills, he is a fitness enthusiast and an active sportsman. He is a regular golfer. He contributes significantly to the community through the Sansera Foundation which does noteworthy work in Education and Health Care, primarily in the communities where the Company's manufacturing facilities are located.</p>
Qualification	Bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore	Fellow member of the Institute of Chartered Accountants of India.	B. Tech from Bangalore University.

Name of the Director	Mr. Subramonia Sekhar Vasan (S Sekhar Vasan)	Mr. Fatheraj Singhvi (F R Singhvi)	Mr. Bindiganavile Raghunath Preetham (B R Preetham)
No. of Board Meetings attended during the year as a Director	06	06	NA
Directorships held in other Listed Companies	Nil	Nil	NA
Terms and conditions of appointment	As per the resolution approved by the shareholders at 38th AGM of the Company held on December 24, 2020 including proposed changes in this present notice read with explanatory statement thereto.	As per the resolution approved by the shareholders at 37th AGM of the Company held on September 27, 2019 and duly amended by the shareholders at the 39th AGM of the Company held on June 2, 2021 including proposed changes in this present notice read with explanatory statement thereto.	As per the resolution set forth in this notice, read with explanatory statement thereto.
Directorships held in other Public Companies along with listed companies from which the person has resigned in the past three years	Nil	Nil	NA
Memberships / Chairmanships of Committees of other Boards alongwith listed companies from which the person has resigned in the past three years.	Nil	Nil	NIL
Number of shares held in the Company, including shareholding as a beneficial owner	1,02,49,531	27,95,549	114,956
Remuneration last drawn (excluding sitting fees)	₹ 14.89 mn	₹ 14.89 mn	₹ 16.94 mn
Remuneration sought to be paid	As stated in the resolution of this notice	As stated in the resolution of this notice	As stated in the resolution of this notice
Relationships between Directors inter-se	Nil	Nil	Nil
Occupation	Business	Business	Service

Registered Office:

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

By Order of the Board

Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place : Bengaluru
Date: August 01, 2023