

# SM Auto Stamping Limited

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

CIN: U27109MH2006PLC163789

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](mailto:corp.comm@bseindia.com)

**Date:** 07<sup>th</sup> September, 2020.

**BSE Symbol: SMAUTO**

**Sub: Notice of 13<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, 29<sup>th</sup> September, 2020.**

Dear Sir/Madam,

Please find attached herewith a copy of Notice of 13<sup>th</sup> 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**

Sd/-  
Jayesh Sharad Kulkarni,  
**Company Secretary**  
**Membership No. A41419**

Enclosures:

1. Notice of 13<sup>th</sup> AGM of the Company to be held on Tuesday, 29<sup>th</sup> September, 2020.

# SM Auto Stamping Limited

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

CIN: U27109MH2006PLC163789

## NOTICE OF 13<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SM AUTO STAMPING LIMITED WILL BE HELD ON TUESDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER, 2020 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 31<sup>st</sup> March, 2020, (including Standalone Balance Sheet as at 31<sup>st</sup> March, 2020, 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 31<sup>st</sup> March, 2020, (including Consolidated Balance Sheet as at 31<sup>st</sup> March, 2020, 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 Mr. Suresh Gunawant Fegde, Director (DIN: 00248850), who retires by Rotation at this Annual General Meeting, and being eligible, offers himself 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, Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as director liable to retire by rotation.”**

3. To appoint M/s. S. R. Rahalkar and Associates, Chartered Accountants, Nashik, (FRN: 108283W) as Statutory Auditor for five years and to hold the office from the conclusion of this Annual General Meeting pertaining to financial year ending on 31/03/2020 until the conclusion of Annual General Meeting to be held in 2025 pertaining to financial year ending on 31/03/2025 and to give authority to Board to fix their remuneration for FY 2020-2021.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and any other applicable provision of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. S. R. Rahalkar and Associates, Chartered Accountants, Nashik, (FRN: 108283W) be and is hereby appointed as statutory auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 18<sup>th</sup> Annual General Meeting of the Company for the period of five consecutive years i.e. from FY 2020-2021 to FY 2024-2025”

**“RESOLVED FURTHER THAT** the Board of Directors and/or Audit Committee be and is hereby severally and/or jointly authorized to do all act, deeds and things as may be necessary or desirable to give effect to the aforesaid resolution.”

#### **SPECIAL BUSINESS:**

- 4. Regularization of Mr. Jayant Suresh Fegde (DIN: 07193063) as Non -Executive Director of the Company.**

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Jayant Suresh Fegde (DIN: 07193063) whose term of office as an Additional Non- Executive Director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Non-Executive Director of the Company liable to retire by rotation.”

*By the order of the Board of Directors,*  
*Registered Add :- J-41, MIDC Ambad, Nashik, MH*  
**For SM Auto Stamping Limited**

Sd/-

Jayesh Sharad Kulkarni

Email Id :- [companysecretary@smautostamping.com](mailto:companysecretary@smautostamping.com)

**Company Secretary**

**Contact No :- 8055394181**

**Membership No.-A41419**

**Web :-[www.smautostamping.com](http://www.smautostamping.com)**

**Add :-Plot No. 5, Gat No. 87, Behind Gujaral Petrol Pump, Jalgaon, MH IN**

**Date :-04<sup>th</sup> September 2020.**

## NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item No. 3 (Ordinary Business) and Item No. 4 (Special Businesses) of the accompanying Notice, is annexed hereto.
2. The Board of Directors of the Company at its meeting held on 04th September, 2020 respectively considered that the businesses under Item Nos. 2 and 3 under ordinary business and Item No 4 under Special Business respectively, being considered unavoidable, be transacted at the 13<sup>th</sup> AGM of the Company.
3. 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 Nos.14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup>April 2020 and 5<sup>th</sup> May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup>May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 13<sup>th</sup> 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 13<sup>th</sup>AGM shall be the Registered Office of the Company.
4. In view of the MCA Circulars, 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 13<sup>th</sup>AGM. However, in pursuance of Section 112 and Section 113 of the Act, corporate members are required to send the company at [investorrelations@smautostamping.com](mailto:investorrelations@smautostamping.com) RTA 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. But shareholders attending the AGM are requested to send their CLID and DPID details at the time of AGM to [investorrelations@smautostamping.com](mailto:investorrelations@smautostamping.com)**
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday 21<sup>st</sup>September, 2020 to Tuesday, 29<sup>th</sup> day of September, 2020 (both days inclusive)** for the purpose of 13<sup>th</sup>Annual General Meeting.

7. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the electronic copy of the notice of the 13<sup>th</sup>AGM along-with the Annual Report for the financial year ended on 31<sup>st</sup> March 2020, consisting of Audited Standalone and Consolidated Financial Statements for year 2020 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 13<sup>th</sup>AGM and the Annual Report for the year 2020 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. 16 of this notice.

The Notice of the 13<sup>th</sup>AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020 and consolidated financial statement will be available on the website of the Company at [www.smautostamping.com](http://www.smautostamping.com) AND website of Bombay Stock Exchange of India Limited ”

8. Member attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Cut-off date for determining the names of shareholders eligible to get notice of Annual General Meeting is 4<sup>th</sup> September 2020.
10. 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.
11. The Shareholders seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the 13<sup>th</sup>AGM are requested to write to the Company on [companysecretary@smautostamping.com](mailto:companysecretary@smautostamping.com) at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
12. 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 13<sup>th</sup> AGM members seeking to inspect the register can send and email to [investorrelations@smautostamping.com](mailto:investorrelations@smautostamping.com)
13. 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 and email to [investorrelations@smautostamping.com](mailto:investorrelations@smautostamping.com)

The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-2020 shall also be available on the Company's website [www.smautostamping.com](http://www.smautostamping.com).

#### **14. 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](mailto:investorrelations@smautostamping.com) or phone No 0253-6621106/07 for registering their email ids on or before (cut off date i.e. 18<sup>th</sup> September 2020). 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](mailto:investorrelations@smautostamping.com) or its RTA in respect of shares held in physical form and 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."

#### **15. 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 13<sup>th</sup>AGM 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](mailto: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 attending the AGM through Mobile Devices or Tables are requested to download "Google Meet" Application from Play Store.

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](mailto: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](mailto: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 13<sup>th</sup>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>



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

- A. Pursuant to MCA Circular, If the numbers of members attending the 13<sup>th</sup> 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 13<sup>th</sup> 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. 18<sup>th</sup> September 2020. 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 13<sup>th</sup> 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 through designated email id of the Company i.e. [votesmauto.20@smautostamping.com](mailto:votesmauto.20@smautostamping.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 13<sup>th</sup> 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. 18<sup>th</sup> September, 2020 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 [companysecretary@smautostamping.com](mailto:companysecretary@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 13<sup>th</sup> AGM will get concluded.
- O. If the process of counting of votes requires the more time then Chairman shall take call to adjourn the 13<sup>th</sup> 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. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
- 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.
17. As per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> 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: U27109MH2006PLC163789

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

### ORDINARY BUSINESS-

**ITEM NO. 2- TO APPOINT A DIRECTOR IN PLACE OF MR. SURESH GUNAWANT FEGDE, DIRECTOR (DIN: 00248850), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HIMSELF 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, Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) has been longest in the office since his last appointment, is liable to retire by rotation in the ensuing Annual General Meeting. He offers himself 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 Mr. Suresh Gunawant Fegde, Director (DIN: 00248850).

### **BRIEF PROFILE OF Mr. Suresh Gunawant Fegde, Director (DIN: 00248850):**

Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) is Resident Indian, his age is 63 years. He is a Whole Time Director in the Company. He has experience of 38 years.

As on the date of notice, Mr. Suresh Gunawant Fegde, Whole Time Director (DIN: 00248850) hold 35,52,164 Equity Shares in Paid Up Share Capital of the Company in his individual capacity.

Except Mr. Suresh Gunawant Fegde, Director (DIN: 00248850) being an appointee Director and Mr. Jayant Suresh Fegde (DIN- 07193063) Director of the Company being a son 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 Directors retiring by rotation/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.

## **ORDINARY BUSINESS-**

**ITEM NO. 3:- TO APPOINT M/S. S. R. RAHALKAR AND ASSOCIATES, CHARTERED ACCOUNTANTS, NASHIK, (FRN: 108283W) AS STATUTORY AUDITOR FOR FIVE YEARS AND TO HOLD THE OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING PERTAINING TO FINANCIAL YEAR ENDING ON 31/03/2020 UNTIL THE CONCLUSION OF ANNUAL GENERAL MEETING TO BE HELD IN 2025 PERTAINING TO FINANCIAL YEAR ENDING ON 31/03/2025 AND TO GIVE AUTHORITY TO BOARD TO FIX THEIR REMUNERATION FOR FY 2020-21.**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under as amended from time to time (including any statutory modification or amendment or re-enactment thereof for the time being in force), M/s. Milind M. Kulkarni and Associates, Chartered Accountants, Nashik (FRN- 126975W), were appointed as Statutory Auditors of the Company in the previous Annual General Meeting held on 16<sup>th</sup> September, 2019 of the Company to hold the office till the conclusion of Annual General Meeting of the Company to be held in 2024. Since at the time of appointment of M/s. Milind M. Kulkarni and Associates the Company was a Private Limited Company and not falling under the purview of "Class of Companies" as defined under Section 139 of the Companies Act, 2013 and Rules made there under, the appointment was made for 5 Financial Years although the Statutory Auditor had completed 10 years as Statutory Auditor of the Company.

Now due to operation of law the Company being a Listed Company provisions of Section 139 (2) of the companies act 2013 are applicable w.r.t. appointment of Statutory Auditor and hence M/s. Milind M. Kulkarni and Associates cannot continue as Statutory Auditor of the Company. Hence, the Management of the Company has proposed to appoint S. R. Rahalkar and Associates, Chartered Accountant, Nashik (FRN- 108283W) as Statutory Auditors of the Company for a period of FY 2020-2021 to FY 2024-2025. S. R. Rahalkar and Associates, Chartered Accountant, Nashik has also conveyed their eligibility and consent to act as Statutory Auditor for FY 2020-2021 to FY 2024-2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 13<sup>th</sup>AGM.

## **SPECIAL BUSINESS:-**

### **4. REGULARIZATION OF MR. JAYANT SURESH FEGDE (DIN: 07193063) AS NON EXECUTIVE DIRECTOR OF THE COMPANY.**

Mr. Jayant Suresh Fegde was appointed as an Additional Non Executive Director on the Board of the Company w.e.f. 22<sup>nd</sup> July, 2020 and his appointment is required to be regularized in order to maintain proper balance at the Board level of the Company as prescribed under the provisions of Section 152 of the Companies Act, 2013.

#### **BRIEF PROFILE OF Mr. Jayant Suresh Fegde, Director (DIN: 07193063):**

Mr. Jayant Suresh Fegde, Additional Non- Executive Director (DIN: 07193063) is Resident Indian, his age is 35 years. He is an Additional Non- Executive Director in the Company. He has experience of 9 years.

As on the date of notice, Mr. Jayant Suresh Fegde, Additional Non- Executive Director (DIN: 07193063) hold 100 Equity Shares in Paid Up Share Capital of the Company in his individual capacity.

Except Mr. Jayant Suresh Fegde, Additional Non Executive Director (DIN: 07193063) being an appointee Director and Mr. Suresh Gunawant Fegde, director (DIN- 00248850) being father 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. 4 of the Notice.

Details of Directors retiring by rotation/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. 4 to the Notice for approval of Members.

## A. GENERAL INFORMATION

### i) Nature of Industry:

The Auto & Auto Component industry's impact on the Indian economy currently is significant as it contributes ~7% to the country's GDP and is expected to increase to 12% as per the Automotive Mission Plan.

According to the Automotive Mission Plan 2016-26 (AMP 2026); a collective vision of the Government of India and the Indian Automotive Industry, the Indian Auto Industry will be in the global top three for engineering, manufacturing and export of vehicles, auto components; it will encompass safe, efficient and environment friendly conditions for affordable mobility by 2026.

The industry is likely to grow from 80 Billion USD to 270 Billion USD by 2026 and generate an additional 65 Million jobs. The Automotive industry is key to the domestic Manufacturing Sector contributing over 40% and impacting the fortunes of several related manufacturing industries such as Iron and Steel, Aluminum, Rubber, Chemicals, Molds etc.

The Auto industry, over the years, has adapted well to the changes in the policy & regulatory environment and the needs of its customers. In FY 2014-2015 the Indian auto-components industry bounced back growing at 11% and registered a turnover of USD 38.5 billion. Today, the industry contributes ~46% to the Manufacturing GDP and ~7% to National GDP, providing direct employment to 1.5 million people and is an important driver of growth for the Indian economy. Automobile exports too have grown despite the global slowdown, growing at 14.89% from April-March 2015 over the same period last year.

### ii) Date or expected date of commencement of commercial production

The Company was incorporated on 14<sup>th</sup> August, 2006 under the Companies Act, 1956 and it started commercial production soon thereafter.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

### iv) Financial performance of the Company for F.Y. 2019-2020 based on given indicators Particulars (Amount in Lakh)

Particulars	Amount(in Lakh)
Turnover (Net Sales)	4,434.20
Operating Profit	(316.41)
Net Profit Before Tax	(361.11)
Debt Equity Ratio	0.45
Current Ratio	1.09:1
Net Worth	1,516.68

## B. Foreign Investments or Collaborations, If Any: NA

## 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 Directors being appointed/reappointed at the ensuing Annual General Meeting

Sr. No.	Particulars	Mr. Suresh Fegde	Mr. Jayant Fegde
1.	DIN	00248850	07193063
2.	Age	63 Years	35 Years
3.	Qualification	Industrial Training completed from Industrial Training Institute, Nashik	Post- Graduation in Tool Designing from NTTF, Bangalore
4.	Brief Profile	Mr. Suresh Gunawant Fegde is Whole Time Director and Promoter of our Company. He has been on the Board since incorporation of the Company. He has completed his Industrial Training Course from Industrial Training Institute, Nashik in the trade of fitter in 1978. He has a work experience of around 38 years of which 22 years of experience is particularly in Auto components stamping industry. He is instrumental in guiding the team for tool design and development of sheet metal components, technical development, project monitoring and review. He currently oversees and controls the overall production and marketing function of our Company.	Mr. Jayant Suresh Fegde is Additional Non Executive Director of the Company. He has vast experience in tool designing, tool room, developing and controlling engineering systems in various automotive companies for 9 years.
5.	Other Directorship	GKB Biopharma Equipments Private Limited	SM Autovision Private Limited



6.	Terms and conditions of appointment/reappointment	Sitting fees shall be paid as per the Board and Committees attended	Sitting fees shall be paid as per the Board and Committees attended
7.	Experience	38 Years	9 Years
8.	Remuneration	Sitting fees shall be paid as per the Board and Committees attended	Sitting fees shall be paid as per the Board and Committees attended
9.	Date of first appointment on the Board	14/08/2006	22/07/2020
10.	Shareholding in the Company as on 31 <sup>st</sup> March, 2020	35,52,164 Shares (24.86%)	100 Shares (0.00%)
11.	Membership/Chairmanship of Committees of other Boards as on 31 <sup>st</sup> March, 2020	NA	NA