

NOTICE

NOTICE is hereby given that the **TENTH ANNUAL GENERAL MEETING** of the Members of **SHRIRAM AUTOMALL INDIA LIMITED** (the Company) will be held on Wednesday, July 03, 2019 at 02:00 p.m. at Lloyds Centre Point, 1st Floor, Unit 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a. the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon and

in this regard, pass the following resolutions as Ordinary Resolutions:

(a) **“RESOLVED THAT** the audited financial statements including Balance Sheet of the Company as at March 31, 2019, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statements including Balance Sheet of the Company as at March 31, 2019, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Ms. Aneesha Menon, (DIN: 07779195) who retires by rotation under Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
3. To appoint new Statutory Auditors of the Company in place of the retiring Statutory Auditors and in this regard pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-

enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Mumbai (Firm Registration Number: 101049W/E300004) be and are hereby appointed as Statutory Auditors of the Company including Tax Audit (in place of M/s. G. D. Apte & Co., Chartered Accountants, Mumbai, Firm Registration Number - 100515W, retiring Statutory Auditors whose tenure expires at the conclusion of the 10th Annual General Meeting) at the remuneration of Rs. 23,00,000/- exclusive of out-of-pocket expenses (which will be at actuals subject to capping of Rs. 1,60,000/-), goods and services tax and other taxes as applicable which will be charged at actuals for this Financial Year 2019-2020.

RESOLVED FURTHER THAT M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office from the conclusion of this 10th Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company for conducting the audit of the Company for a term of 5 years commencing from Financial Year 2019-2020 to 2023-2024.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. To re-appoint Mr. Sameer Malhotra (DIN 01029645) as Whole-time Director designated as Chief Executive Officer of the Company and in this regard pass the following as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and if necessary subject to Central Government approval and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and pursuant to clause 6.1 of the Shareholder Agreement dated January 24, 2018 executed between the Company, Shriram Transport Finance Company Limited (STFC) and MXC Solutions India Private Limited (MXC) and the CEO Agreement dated April 27, 2018 executed between Mr. Sameer Malhotra, STFC, MXC and the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Sameer Malhotra (DIN: 01029645) as the Whole-time Director designated as Chief Executive Officer (CEO) of the Company for a period of 5 years commencing from April 01, 2019 up to March 31, 2024 and he shall perform such duties and exercise such powers as may from time to time be lawfully entrusted to

and conferred upon him by the Board and he may be paid a remuneration by way of salary and other perquisites, as detailed below:

A. Basic Salary and Other Allowance:

- a. Basic Salary of Rs 3,20,000/- per month.
- b. Housing Rent Allowance - Rs. 1,60,000/- per month.
- c. Petrol Reimbursement - Rs. 10,000/- per month.
- d. Other Allowance upto - Rs. 2,20,000/- per month.

Those mentioned under (a), (b), (c) and (d) above are subject to an annual increase of 10% w.e.f. 1st April till the end of his tenure.

B. Variable Remuneration:

Up to a maximum of Rs. 50,00,000/- (Rupees fifty lakh only) per annum, based on guidelines to be formulated by the NRC Committee and approved by the Board.

C. Perquisites:

- a. Leave Travel Allowance – for CEO and Whole-time Director and family, subject to a maximum of Rs. 1,00,000/- (Rupees one lakh only) per annum.
- b. Medical Reimbursement – Reimbursement of medical, surgical and hospitalization expenses for CEO and Whole-time Director and family subject to a maximum of Rs. 1,00,000/- (Rupees one lakh only) per annum.
- c. Medical Insurance Premium as per the Company Policy.
- d. Insurance benefit as per the Company Policy.
- e. Expenditure on official entertainment will be on Company's account.
- f. Gratuity - Not exceeding half months' salary for each completed year of service.
- g. Encashment of leave - As per policy of the Company.
- h. Contribution to Provident Fund - 12% of Basic Salary. These will not be considered or included for the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- i. Stock Options granted under Plan II and Plan III of SAMIL Employee Stock Option Schemes 2018.
- j. The Company shall provide telephone, mobile, internet, data card and other communication facilities at the CEO and Whole-time Director's residence. All the expenses incurred shall be paid or reimbursed by the Company.
- k. Other terms: applicable to other employees in accordance with the Company's policy.

Those mentioned under (f), (g) and (h) above will not be considered or included for the computation of ceiling on perquisites.

D. Other Terms:

- a) The CEO and Whole-time Director shall not be paid any sitting fees for attending the General Meetings and Meetings of the Board or Committee thereof.
- b) The Board may revise, alter and vary the terms and conditions of his appointment, in accordance with the general policy of the Company, subject to the applicable provisions of Schedule V to the Companies Act 2013.
- c) Unless the Board decides otherwise, the CEO and Whole-time Director shall not be liable to retire by rotation at the Annual General Meeting till such time he holds office as the CEO and Whole-time Director of the Company.

RESOLVED FURTHER THAT if in any financial year the Company has no profits or if its profits are inadequate, Mr. Sameer Malhotra shall be entitled to receive the basic salary, allowance and perquisites on the same terms as set out above, except variable remuneration as per clause (B) subject to compliance with the applicable provisions of Schedule V of the Act.”

5. To re-appoint Mr. S. Lakshminarayanan (DIN 02808698) as an Independent Director of the Company and in this regard, pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. S. Lakshminarayanan (DIN 02808698) who holds office of Independent Director up to January 23, 2020 be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from January 24, 2020 to January 23, 2025, and he shall not be liable to retire by rotation.”

6. To re-appoint Mrs. Kishori Udeshi (DIN 01344073) as an Independent Director of the Company and in this regard, pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mrs. Kishori Udeshi (DIN

01344073) who holds office of Independent Director up to January 23, 2020 be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from January 24, 2020 to January 23, 2025, and she shall not be liable to retire by rotation.”

**By Order of the Board of Directors
For SHRIRAM AUTOMALL INDIA LIMITED**

Date: May 07, 2019
Place: Mumbai

Sd/-
Nitin Lokhande
Company Secretary

Registered Office:

Mookambika Complex, 3rd Floor,
No. 4, Lady Desika Road, Mylapore, Chennai – 600004.

NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Item nos. 3 to 6 is annexed hereto and forms a part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall provide his identity proof at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
4. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the AGM venue and also at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting

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

ITEM NO. 3

M/s. G.D. Apte & Co., Chartered Accountants (Firm Registration Number: 100515W) were appointed as the 1st Statutory Auditors of the Company and since then they have been appointed / re-appointed continuously as Statutory Auditors of the Company by the Shareholders and shall hold office till the conclusion of the ensuing 10th Annual General Meeting (AGM) of the Company. As per the mandatory provision of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Company will have to appoint new Statutory Auditors in place of retiring Auditor at the ensuing AGM.

For the purpose of appointment of new Statutory Auditors, the management had held meetings with reputed Audit firms and has shortlisted M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004). The proposed Audit firm is reputed, experienced, independent and eligible to be appointed as Statutory Auditors of the Company. M/s. S.R. Batliboi & Co. LLP, Chartered Accountants have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Act and that they are not disqualified to be appointed as statutory auditor under Section 141 and other relevant provisions of the Act, the provisions of the Companies (Audit and Auditors) Rules, 2014 and the Chartered Accountants Act, 1949. The Audit Committee and the Board of Directors recommend to the members their appointment as new Statutory Auditors of the Company.

If approved by the members, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants will hold office from the conclusion of this 10th Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company for conducting audit for a term of 5 years commencing from April 01, 2019.

The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. G. D. Apte & Co. during their association as Statutory Auditors of the Company.

The Board of Directors recommends this resolution for approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel nor their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 4

The Members in the 8th Annual General Meeting held on June 29, 2017 had approved the appointment of Mr. Sameer Malhotra as Whole-time Director designated as Chief Executive Officer (CEO) of the Company for a period of 3 years with effect from September 01, 2016. Mr. Sameer Malhotra will complete his present tenure on August 31, 2019. Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors in its meeting held on May 07, 2019, it is proposed to re-appoint Mr. Sameer Malhotra as Whole-time Director designated as CEO of the Company for a period of 5 years commencing from April 01, 2019 up to March 31, 2024.

Mr. Sameer Malhotra has completed his graduation from Delhi University; he holds degree from Institute of Cost & Work Accounts of India (ICWA) and completed his postgraduate studies in financial management from the Sardar Patel College of Communication and Management. He is a veteran in the pre-owned automotive industry. He is the only expert in the country in used vehicles and equipment market with in-depth experience of over 30 years. He is also a noted name in the New Business Set up Space. He is the man responsible for bringing in the Unique Platform - Physical Bidding for buying/selling of used vehicles and equipment in India through Shriram Automall India Limited (SAMIL). Mr. Malhotra has been the driving force of SAMIL since 2011. Under his leadership, SAMIL has made its own space in the market. With his firm determination, well designed strategies & efficient managerial skills, today SAMIL ranks as the most trusted brand for acquiring and disposing pre-owned vehicles & equipment through unique physical and online bidding platforms.

Mr. Sameer Malhotra has confirmed that he meets all the criteria as mentioned under Part I of Schedule V of the Companies Act 2013 (“the Act”) for re-appointment as Whole-time Director designated as CEO of the Company and that he has not been debarred from holding the office of director by virtue of any order of any authority.

Details of Mr. Sameer Malhotra are provided in the “Annexure” to the Notice pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Pursuant to clause 6.1 of the Shareholder Agreement dated January 24, 2018 executed between the Company, Shriram Transport Finance Company Limited (STFC) and MXC Solutions India Private Limited (MXC), MXC has recommended the reappointment of Mr. Sameer Malhotra as Whole-time Director designated as CEO of the Company.

The Board of Directors recommends this resolution for approval of the Members of the Company as an Ordinary Resolution.

Except Mr. Sameer Malhotra, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed resolution.

ITEM NO. 5

The Members of the Company on March 30, 2015 appointed Mr. S. Lakshminarayanan (holding DIN 02808698) as an Independent Director of the Company for a term of five years commencing from January 24, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the board of directors of a company, but shall be eligible for reappointment for another term of up to five consecutive years with approval of shareholders obtained by way of passing a special resolution by the company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 07, 2019 have, subject to approval of shareholders, re-appointed Mr. S. Lakshminarayanan as an Independent Director for second term of 5 years with effect from January 24, 2020 up to January 23, 2025.

Mr. Lakshminarayanan Subramanian holds master's degree in Science in Chemistry and post graduate diploma from University of Manchester (U.K.) in Advanced Social and Economic Studies. Mr. Lakshminarayanan is a member of the Indian Administrative Service (IAS-retired) and as such held several senior positions in the Ministry of Home Affairs, Ministry of Communications and Information Technology, Ministry of Information and Broadcasting of the Government of India and in the Department of Tourism, Culture and Public Relations, Department of Mines, Mineral Resources, Revenue and Relief and Rehabilitation of the Government of Madhya Pradesh. He retired as Secretary to Government of India (Retd.), Ministry of Home Affairs, New Delhi.

Details of Mr. S. Lakshminarayanan are provided in the "Annexure" to the Notice pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mr. S. Lakshminarayanan for the office of Director.

The Company has also received a declaration from Mr. S. Lakshminarayanan confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act. Mr. S. Lakshminarayanan being eligible has given his consent for re-appointment as an Independent Director of the Company.

Mr. S. Lakshminarayanan is a person of high repute and integrity. In the opinion of the Board, he fulfills the conditions for re-appointment as an Independent Director as specified in the Act. He is independent of the management. The Board considers that his continued association as an Independent Director of the Company would be of immense benefit to the Company and shareholders. It is in the interest of the Company to continue to avail the benefits of his knowledge, expertise and vast experience. The Nomination and Remuneration Committee and the Board of Directors recommend passing of the resolution as set out in Item no. 5 of this Notice. A copy of the draft letter of appointment of Mr. S. Lakshminarayanan as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

Except Mr. S. Lakshminarayanan, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 6

The Members of the Company on July 31, 2015 appointed Mrs. Kishori Udeshi (holding DIN 01344073) as an Independent Director of the Company for a term of five years commencing from January 24, 2015. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the board of directors of a company, but shall be eligible for reappointment for another term of up to five consecutive years with approval of shareholders obtained by way of passing a special resolution by the company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 07, 2019 have, subject to approval of shareholders, re-appointed Mrs. Kishori Udeshi as an Independent Director for second term of 5 years with effect from January 24, 2020 up to January 23, 2025

Mrs. Kishori Udeshi has completed Masters of Arts in Economics from University of Bombay. Thereafter, she moved on to a professional career in central banking and became the first woman to be appointed as Deputy Governor of the Reserve Bank of India ('RBI'). She was the first Executive Director of the RBI to be nominated on the Board of State Bank of India. As Deputy Governor, one of her portfolios was the regulation and supervision of the banking and non-banking sector. She represented the RBI on the Core Principles Liaison Group and the Core Principles Working Group on

Capital, of the Basel Committee on Banking Supervision, set up by the Bank for International Settlements, Switzerland. As Deputy Governor she was on the Board of SEBI, NABARD, Exim Bank and was the Chairperson of Bharatiya Reserve Bank Note Mudran (Pvt.) Ltd., Bangalore as also Chairperson of the Deposit Insurance and Credit Guarantee Corporation. In 2006 when RBI decided to set up the Banking Codes and Standards Board of India, Mrs. Udeshi was appointed as its first Chairperson and continued there till December 2011. She was nominated by the RBI on the Board of the Security Printing & Minting Corporation of India Limited where she was a director from 28/2/2007 to 26/6/2013. The Government of Maharashtra nominated her on the Board of the Indian Red Cross Society, Mumbai where she continues till date. She is also a member of the court of governors of the Administrative Staff College, Hyderabad. In 2013 the Government of India appointed her as a member Financial Sector Legislative Reforms Commission chaired by Justice ShriKrishna.

Details of Mrs. Kishori Udeshi are provided in the “Annexure” to the Notice pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Company has received notice in writing under the provisions of Section 160 of the Act from a Member proposing the candidature of Mrs. Kishori Udeshi for the office of Director.

The Company has also received a declaration from Mrs. Kishori Udeshi confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act. Mrs. Kishori Udeshi being eligible has given her consent for re-appointment as an Independent Director of the Company.

Mrs. Kishori Udeshi is a person of high repute, integrity and has rich experience in the field of banking & finance. She has deep understanding of the regulation and supervision aspects of the banking and non-banking sector. In the opinion of the Board, she fulfills the conditions for re-appointment as an Independent Director as specified in the Act. She is independent of the management. The Board considers that her continued association as an Independent Director of the Company would be of immense benefit to the Company and shareholders. It is in the interest of the Company to continue to avail the benefits of her knowledge, expertise and vast experience. The Nomination and Remuneration Committee and the Board of Directors recommend passing of the resolution as set out in Item no. 6 of this Notice. A copy of the draft letter of appointment of Mrs. Kishori Udeshi as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company.

Except Mrs. Kishori Udeshi, none of the Directors, Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise in the proposed resolution.

**By Order of the Board of Directors
For SHRIRAM AUTOMALL INDIA LIMITED**

Sd/-

**Nitin Lokhande
Company Secretary**

Date: May 07, 2019

Place: Mumbai

Registered Office:

Mookambika Complex, 3rd Floor,

No. 4, Lady Desika Road, Mylapore, Chennai – 600004.

Details of Directors under SS 2 - Secretarial Standard on General Meetings seeking appointment / re-appointment at the ensuing 10th Annual General Meeting:

Name of Director	Ms. Aneesha Menon	Mr. Sameer Malhotra
Date of Birth and Age	July 10, 1986 (32 years)	October 30, 1968 (50 years)
DIN	07779195	01029645
Date of first appointment on the Board	February 07, 2018 (as an Additional Director)	September 01, 2013
Expertise in specific functional areas	12 years of experience in Audit and Finance	over 30 years of experience in used vehicles & equipment market
Qualifications	Chartered Accountant (CA)	ICWA(I) and post-graduation in financial management
Directorship held in other companies	a) Adroit Inspection Services Private Limited b) Automotive Exchange Private Limited	a) Adroit Inspection Services Private Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committee / Nomination and Remuneration Committee and Stakeholders Relationship Committee)	Nil	Nil
Shareholdings in the Company	10 Shares	10 Shares

Name of Director	Ms. Aneesha Menon	Mr. Sameer Malhotra
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel of the Company	Not related to any Director, Manager or Key Managerial Personnel of the Company
Remuneration received from the Company during F.Y. 2018-19	Not Applicable	Rs. 1,10,39,804
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Director liable to retirement by rotation.</p> <p>No Remuneration is paid to Non-Executive Non-Independent Director.</p>	<p>The re-appointment is for a term of 5(five) years commencing from April 01, 2019.</p> <p>Details of terms and conditions of appointment and remuneration to be paid are provided in the resolution set out at item no. 4 of AGM notice.</p> <p>Director is not liable to retire by rotation till he continues to hold the office as Whole-time Director & CEO of the Company.</p>
Number of Board Meetings attended during the F.Y. 2018-19	3 (Three) out of 4 Meetings held	4 (Four) out of 4 Meetings held
Performance Evaluation Report	Excellent	Excellent

Details of Director under SS 2 - Secretarial Standard on General Meetings seeking appointment / re-appointment at the ensuing 10th Annual General Meeting:

Name of Director	Mr. S. Lakshminarayanan	Mrs. Kishori Udeshi
Date of Birth and Age	July 10, 1946 (Age: 72 years)	October 13, 1943 (Age: 75 years)
DIN	02808698	01344073
Date of first appointment on the Board	January 27, 2011	January 24, 2015
Expertise in specific functional areas	Wide experience in the fields of administration and public relations.	Wide experience in the field of Banking, Financial Services and Regulatory matters.
Qualifications	Master's degree in science and post-graduate diploma from University of Manchester (UK) in Advanced Social and Economic Studies	M.A. degree in Economics from Bombay University.
Directorship held in other companies	<ol style="list-style-type: none"> 1. Shriram Transport Finance Company Limited 2. Indofil Industries Limited 3. Innovative Oncology Network Private Limited 4. ELCOM Systems Private Limited 5. Shriram Life Insurance Company Limited 	<ol style="list-style-type: none"> 1. Haldyn Glass Limited 2. Ion Exchange (India) Limited 3. Shriram Transport Finance Company Limited 4. Thomas Cook (India) Limited 5. Elantas Beck India Limited 6. HSBC Asset Management (India) Private Limited 7. SOTC Travel Limited 8. Kalyan Jewellers India Limited
Membership/ Chairmanship of Committees of other public companies	<u>Audit Committee Chairman:</u> <ol style="list-style-type: none"> 1. Shriram Life Insurance Company Limited 	<u>Audit Committee Member:</u> <ol style="list-style-type: none"> 1. Haldyn Glass Limited 2. Shriram Transport Finance Company Limited

Name of Director	Mr. S. Lakshminarayanan	Mrs. Kishori Udeshi
(includes only Audit Committees and Stakeholders Relationship Committee)	<u>Stakeholder's Relationship Committee Chairman:</u> 1. Shriram Transport Finance Company Limited	3. Thomas Cook (India) Ltd 4. SOTC Travel Limited
Shareholdings in the Company	Nil	Nil
Disclosure of relationships between directors inter-se.	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Remuneration received from the Company in the F.Y. 2018-2019	Sitting fees: Rs. 2,35,000/-	Sitting fees: Rs. 2,25,000/-
Terms and conditions of re-appointment along with details of remuneration sought to be paid	i. The re-appointment is for a term of 5 years commencing from January 24, 2020. ii. The Appointee shall receive sitting fees (presently Rs.25,000 for each Board Meeting and Rs. 15,000 for each Committee Meeting attended by him).	i. The re-appointment is for a term of 5 years commencing from January 24, 2020. ii. The Appointee shall receive sitting fees (presently Rs.25,000 for each Board Meeting and Rs. 15,000 for each Committee Meeting attended by her).
The number of Meetings of the Board attended during the F.Y. 2018-19	4 (Four) out of 4 Meetings held	4 (Four) out of 4 Meetings held
Performance Evaluation Report	Excellent	Excellent

SHRIRAM AUTOMALL INDIA LIMITED

Registered Office: Mookambika Complex, 3rd Floor, No.4, Lady Desika Road,
Mylapore, Chennai – 600004.

CIN: U50100TN2010PLC074572 | **Website:** www.samil.in

ATTENDANCE SLIP

(Duly signed to be handed over at the entrance of the meeting venue)

10th Annual General Meeting – Wednesday, July 03, 2019

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the 10th Annual General Meeting of the Company at Lloyds Centre Point, 1st Floor, Unit 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 on Wednesday, July 03, 2019 at 02:00 p.m.

Folio No./DP ID No./Client No.: _____

Name of the Member: _____ Signature: _____

Name of Proxyholder: _____ Signature: _____

Note:

Only Shareholder/ Proxy holder attending the Meeting

Shareholder/ Proxy holder may bring his/ her copy of the Notice for reference at the Meeting



SHRIRAM AUTOMALL INDIA LIMITED

Registered Office: Mookambika Complex, 3rd Floor, No. 4, Lady Desika Road,
Mylapore, Chennai – 600004.

CIN: U50100TN2010PLC074572 | **Website:** www.samil.in

Form No. MGT-11

Proxy form

*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014*

10th Annual General Meeting – Wednesday, July 03, 2019

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

I/We, being the member (s) of shares of the above named
Company, hereby appoint:

1. Name: E-mail Id:
Address:
..... Signature:

or failing him;

2. Name: E-mail Id:
Address:
..... Signature:

or failing him;

3. Name: E-mail Id:
Address:
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Annual General Meeting of the Company to be convened on Wednesday, July 03, 2019 at

Lloyds Centre Point, 1st Floor, Unit 11 & 12, 1096A, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 at 02:00 pm and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTIONS
ORDINARY BUSINESS:	
1.	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and Auditor thereon.
2.	To appoint a Director in place of Ms. Aneesha Menon, (DIN: 07779195) who retires by rotation under Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment;
3.	To appoint M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number: 101049W/E300004), as new Statutory Auditors of the Company in place of the retiring Statutory Auditors of the Company.
SPECIAL BUSINESS:	
4.	To re-appoint Mr. Sameer Malhotra (DIN: 01029645) as Whole-time Director designated as Chief Executive Officer for a period of 5 years.
5.	To re-appoint Mr. S Lakshminarayanan (DIN: 02808698) as an Independent Director for a second term
6.	To re-appoint Mrs. Kishori Udeshi (DIN: 01344073) as an Independent Director for a second term

Signed this day of 2019.

Affix Revenue Stamp

Signature of the Member

Signature of the proxy holders

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 10th AGM.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP



AGM Venue:

Lloyds Centre Point, 1st Floor, Unit 11 & 12, 1096A, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400025
