



## NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting (“AGM”) of the members of SHRIRAM AUTOMALL INDIA LIMITED (The Company) will be held on **Thursday, August 24, 2023 at 02:30 P.M IST** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statements including Balance Sheet of the Company as at March 31, 2023, 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.”

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the report of the auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** the audited consolidated financial statements including Balance Sheet of the Company as at March 31, 2023, 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.”

- 3. To appoint a director in place of Mrs. Aneesha Bhandary, (DIN: 07779195) who retires by rotation at this meeting under section 152 of the Companies Act, 2013 and being eligible, offers herself for re-appointment as a Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Aneesha Bhandary (DIN: 07779195) who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

- 4. To fix remuneration of statutory auditors, M/s. S.R. Batliboi & Associates LLP, Chartered accountants Firm (Firm Registration No. 101049W/E300004), of the Company from the**

### **Shriram Automall India Limited (SAMIL)**

Corporate Office : Unit No 701-711, 7<sup>th</sup> Floor, Best Business Park, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141,

Tel.: +91.11.41414444 | Email: contact@samil.in | Website: www.samil.in

Registered Office: Sri Towers, Plot No: 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.485 24 666 | Fax: +91.44.485 25 666

Corporate Identity Number (CIN) – U50100TN2010PLC074572

**financial year 2023-2024 and in this regard, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 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, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration Number: 101049W/E300004), who were appointed as Statutory Auditors of the Company including Tax Audit at the 10<sup>th</sup> Annual General Meeting (AGM) held on July 03, 2019 to hold office from conclusion of 10<sup>th</sup> AGM until the conclusion of 15<sup>th</sup> AGM of the Company, be paid remuneration of Rs. 30,00,000/-excluding out-of-pocket expenses, goods and services tax and other taxes as applicable which will be charged at actuals for this Financial Year 2023-2024.”

#### **SPECIAL BUSINESS:**

- 5. Recommendation for approval of Managerial remuneration to be paid to Mr. Sameer Malhotra, CEO and whole-time director, for the financial year 2023-2024 and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as Special resolution:**

**“RESOLVED THAT** in furtherance to the resolution passed at 10<sup>th</sup> Annual General Meeting of the Company held on July 03, 2019 and in accordance with the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 (‘the Act’) read with Schedule V and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and other applicable provisions, if any, fixed remuneration to Mr. Sameer Malhotra (DIN: 01029645) CEO & Whole-time Director for the Financial Year 2023-24, revised to Rs. 122.68 Lakhs from Rs. 113.58 Lakhs (financial year 2022-23) be and is hereby approved.

**RESOLVED FURTHER THAT** annual variable remuneration of Rs. 30.00 Lakhs be and is hereby approved.

**RESOLVED FURTHER THAT** remuneration to Mr. Sameer Malhotra, CEO & Whole Time Director (holding DIN: 01029645) for the Financial Year 2023-24 to be paid even in the event of loss or inadequacy of profits, during the aforesaid period, with other appointment terms and conditions remaining same and he shall perform such duties and exercise such power as may from time to time be lawfully entrusted to and conferred upon him by Board.

**RESOLVED FURTHER THAT** fixed and variable remuneration to Mr. Sameer Malhotra, CEO and Whole Time Director (holding DIN: 01029645) for the Financial Year 2023-24, be and is hereby approved.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company/ Nomination and remuneration Committee be and are hereby authorised to do all such acts, deeds, matters and things as may be considered and shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as already approved by the members to give effect to this resolution.”

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

A handwritten signature in blue ink, appearing to read "Reema P. Desai", with a horizontal line underneath.

**Reema P. Desai**  
**Company Secretary**

**Place: New Delhi**  
**Date: April 25, 2023**

**Registered Office:**  
Sri Towers, Plot No: 14A, South Phase,  
Industrial Estate, Guindy, Chennai – 600032

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**NOTES:**

1. The Ministry of Corporate affairs vide General circular No. 20/2020 dated May 05, 2020, General circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (“MCA Circulars”) allowed the Companies whose AGMs are due in the year 2023, to conduct their AGMs on or before September 30, 2023 through Video conferencing (VC) or other Audio-Visual Means (OAVM) in accordance with the requirements laid down in Para 3 and 4 of General circular 20/2020 dated May 05, 2020. In compliance with the MCA Circulars, the 14<sup>th</sup> Annual General Meeting (“14<sup>th</sup> AGM” or Meeting”) of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the registered office of the Company.
2. A Member entitled to physically attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Since this 14<sup>th</sup> AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for this 14<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant details of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM is annexed.
4. The Members are requested to use the following Dial-in details to join the meeting:  
Click on following link: <https://zoom.us/join>. Meeting ID and password will be separately mailed to the members/participants.
5. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Item No. 5, are annexed hereto and forms a part of this Notice.
6. In terms with provisions of Section 152(6) of the Companies Act, 2013, Mrs. Aneesha Bhandary, (DIN: 07779195) who retires by rotation at this meeting, Except Mrs. Aneesha Bhandary, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the proposed resolution as ordinary resolution set out in item number 3 of the Notice.

The relevant details of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment, re-appointment and/or fixation of remuneration of Directors including Managing Director or Executive Director or Whole Time Director or of Manager or variation of the terms of remuneration is annexed to the notice as **Annexure A**.

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7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a scanned copy of certified copy of the Board resolution, authorizing their representative to attend and vote on their behalf at the meeting through VC / OAVM. The said Resolution/Authorization shall be sent by email through its registered email address to [reema.desai@samil.in](mailto:reema.desai@samil.in).
8. Relevant documents referred to in the accompanying Notice and the Statements will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [reema.desai@samil.in](mailto:reema.desai@samil.in).
9. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Chennai, Tamil Nadu - 600032:
  - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
  - ii) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the Statutory Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of the 14<sup>th</sup> AGM.
10. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.samil.in](http://www.samil.in).
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

**ITEM No. 5: TO RECOMMEND APPROVAL OF MANAGERIAL REMUNERATION TO BE PAID TO MR. SAMEER MALHOTRA, CEO AND WHOLE TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-2024**

The Members in its 10th Annual General Meeting held on July 03, 2019 had approved appointment of Mr. Sameer Malhotra, CEO and Whole Time Director of the Company for the period of 5 years i.e. April 01, 2019 up to March 31, 2024. The approval was with fixed remuneration capped at 10% increase Year-on-Year basis, annual variable capped at Rs. 50 Lakhs.

The Board of Directors in its meeting held on April 25, 2023, subject to approval of the shareholders, approved fixed remuneration payable to Mr. Sameer Malhotra, CEO & Whole Time Director for the financial year 2023-24 would be Rs.122.68 Lakhs i.e, 8% increment on fixed remuneration.

Pursuant to Section 197 of the Companies Act, 2013 ('the Act'), total managerial remuneration payable by a Public Company to its Director, Managing Director and Whole Time Director, and its Manager in respect of any financial year not exceeding 5% of Net Profits computed in the manner laid down in section 198 of the Act. The Company at present has only one Whole Time Director and the remuneration payable to Mr. Sameer Malhotra, CEO and Whole Time Director for the financial year 2023-24 which consist of fixed remuneration of Rs.122.68 Lakhs from Rs.113.58 Lakhs (Financial year 2022-23) and annual variable remuneration of Rs. 30.00 Lakhs resulting cost to company ("CTC") be Rs. 152.68 Lakhs be approved for the financial year 2023-24.

The remuneration payable to Mr. Sameer Malhotra for the financial year 2023-24 may exceed limits prescribed under Companies Act 2013, notably as precautionary measure approval of shareholders is sought in the ensuing 14th AGM, for remuneration payable to Mr. Sameer Malhotra, CEO and Whole Time Director of the Company.

The Board of Directors recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Sameer Malhotra, CEO and Whole Time Director of the Company, none of the other Directors nor their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

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## INFORMATION FOR SHAREHOLDERS OF THE COMPANY REQUIRED TO BE GIVEN PURSUANT TO SCHEDULE V OF THE COMPANIES ACT, 2013

### I. GENERAL INFORMATION

#### 1. Nature of Industry:

The Company is carrying on business of providing various fee based and facilitation services in connection with trading of pre-owned commercial/passenger vehicles, construction and agricultural equipment's through its Automalls. The Company also provides services such as valuation, parking, refurbishing of pre-owned commercial and passenger vehicles.

#### 2. Date or expected date of Commencement of Commercial Production:

Not applicable as the Company is engaged in providing various fee based facilitation services.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

#### 4. Financial Performance of the Company:

The Financial Performance of the Company is as follows:

(Rs. In Lakhs)

Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
Revenue from operation and other Income	17,743.83	16,944.82	13,951.70	15,996.66	13,765.44
Profit before depreciation, Finance Cost and Tax but after prior period Items	3,972.82	5,629.53	4,172.84	4,373.42	3,679.56
Depreciation /Amortization	1,575.00	1,275.48	813.02	596.92	105.26
Interest and Finance charges	690.98	566.67	398.20	305.92	50.32
Profit/(Loss) before exceptional items and Tax	1,706.84	3,787.38	2,961.62	3,470.58	3,523.98
Exceptional Gain/(Loss)	-	-	-	-	-
Profit/Loss before Tax	1,706.84	3,787.38	2,961.62	3,470.58	3,523.98
Profit/Loss after Tax	1,158.52	2,864.80	2,636.47	2,248.63	2,533.73

#### 5. Foreign Investments or collaborations: Nil

### II. INFORMATION ABOUT THE APPOINTEE:

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S.No.	Particulars	Details
1.	Background details	<p>Mr. Sameer Malhotra has gained in-depth experience of 33 years in auctioning / trading of pre-owned commercial and passengers Vehicles. Previously, he was heading several divisions of a renowned Company engaged in financing infrastructural equipments.</p> <p>Mr. Sameer Malhotra has worked for over 5 years as the Country Manager and Director, Asia Subcontinent, for Ritchie Bros. Auctioneers (RBA), the world's largest industrial auctioneer. He also has a decade long experience in heading several divisions of SREI Infrastructure Finance Limited (SREI), India's largest finance and rental group focused on infrastructure equipment as Sr. Vice President.</p> <p>Mr. Malhotra has worked in different organisations and handled client relationships, sales, marketing, vendor relationships, people development, team building, geographical expansion, new products development etc. He has special skill sets in areas such as man management, goals achievement, risk evaluation, training, market dynamics and communication.</p> <p>He is Bachelor of Commence (Hons.), ICWAI (I).</p>
2.	Past Remuneration	<p>2022-2023: Rs. 186.21 Lakhs  2021-2022: Rs. 184.08 Lakhs  2020-2021: Rs. 204.93 Lakhs  2019-2020: Rs. 477.62 Lakhs  2018-2019: Rs.110.39 Lakhs</p>
3.	Recognition or Rewards	<p>- Our Director &amp; CEO, Mr. Sameer Malhotra was honored with Leader's Award at BIG CIO SHOW &amp; AWARDS 2023 for our exemplary tech leadership in the used vehicles &amp; equipment industry.</p> <p>-The Company has received certificate for Great Place to Work on February 2023 for the period from February 2023 to 2024 for the Third year in a row. Shriram Automall's continuous focus on achieving business goals while managing work-life balance and building a High-Trust &amp; High-Performance Culture has once again been recognized by the Great Place to Work® Institute.</p>

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		<p>-Biggest Auction of Pre-Owned Vehicles &amp; Equipment in a single day: The company created a one of its kind record for conducting the Biggest Auction Event of Pre-owned Vehicles &amp; Equipment in a Single Day during the 11th SAMIL Utsav held on 26th February 2022 that was recognised and accoladed by the World Records India</p> <p>-Best use of Data Analytics in Business Intelligence: The company was awarded "Best Use of Data Analytics in Business Intelligence" for The PriceX at CX Excellence Awards 2022 by Quantic.</p> <p>-CX Technology Implementation of the Year 2022 Award: The company bagged CX Technology Implementation of the Year 2022 Award at 11th CX Strategy Summit &amp; Awards 2022.</p> <p>-Leading Organization for Promoting Green Practices: The company was conferred as Leading Organization for Promoting Green Practices by Ambassador of Green Planet Awards 2023 during EY4EV India Summit 2023.</p> <p>-Best Financial Customer Strategy of the Year 2023 in the Pre-owned Automobile Industry: The company was conferred with Best Financial Customer Strategy of the Year 2023 in the Pre-owned Automobile Industry at 8th CFO Vision &amp; Innovation Summit &amp; Awards 2023.</p> <p>-Disruptive Technology Innovation Award - Pre-owned Automobile: SAMIL is the front-runner in the race for digitisation in the used vehicles industry and the Disruptive Technology Innovation Award in Pre-owned Automobile Industry is proof of the same. It is awarded at Technology Excellence Awards 2023 organized by Quantic India.</p> <p>-CSR Leadership Award: The company was accredited with CSR Leadership Award at the 7th Corporate Social Responsibility Summit &amp; Awards 2023.</p>
4.	Job profile and its suitability	Responsible for day to day management, planning, supervision, control and operation of the Company under the overall supervision of the Board of Directors of the Company.
5.	Remuneration proposed	Rs. 152.68 Lakhs

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6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration is comparable with the prevailing remuneration being paid in the industry, keeping in view his qualification, knowledge & experience besides position.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Mr. Sameer Malhotra does not have any pecuniary relationship with the Company or Directors or any KMP.

### III. OTHER INFORMATION – N.A.

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**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT ENSUING 14<sup>TH</sup> ANNUAL GENERAL MEETING PURSUANT TO 1.2.5 OF SECRETARIAL STANDARD 2 (SECRETARIAL STANDARDS ON GENERAL MEETINGS) IS AS FOLLOWS:**

Name of Director	Mr. Sameer Malhotra	Mrs. Aneesha Bhandary
Date of Birth and Age	October 30, 1968 (54 years)	July 10, 1986, (36 years)
Directors Identification Number (DIN)	01029645	07779195
Date of first appointment on the Board of the Company	September 01, 2013	February 07, 2018
Expertise in specific functional areas	<p>Mr. Sameer Malhotra has completed his graduation from Delhi University; he is ICWA (Inter) from Institute of Cost &amp; 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 33 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 - Phygital 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 &amp; efficient managerial</p>	<p>Mrs. Aneesha Bhandary is a chartered accountant from the Institute of Chartered Accountants of India. She was previously employed with S. R. Batliboi &amp; Co. LLP and has 16 years of experience in the field of finance. She was appointed as the Chief Financial Officer of Cartrade Tech Limited holding Company of our Company on July 21, 2020 and Non-Executive Director on August 14, 2018 of Shriram Automall India Limited.</p>

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	skills, today SAMIL ranks as the most trusted brand for acquiring and disposing pre-owned vehicles & equipment through unique physical and online bidding platforms.	
Qualifications	ICWA(I) and post-graduation in financial management	Chartered Accountant
Directorship held in other Companies	Cartrade Foundation	1. Cartrade Tech Limited 2. CarTrade Finance Private Limited 3. CarTrade Foundation
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committee / Nomination and Remuneration Committee and Stakeholders Relationship Committee)	Nil	CarTrade Tech Limited  i. Stakeholder Relationship Committee - Member; ii. Risk Management Committee -Member; iii. Corporate Social Responsibility Committee - Chairperson.
Number of Board Meetings attended during the F.Y. 2022-2023	6 (Six)	6 (Six)
Shareholdings in the Company	10 Equity Shares	10 Equity Shares
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Inter – se relation with other Directors, Manager or Key Managerial Personnel of the Company	Not Inter – se relation with other Directors, Manager or Key Managerial Personnel of the Company
Remuneration received from the Company during F.Y. 2022-2023	Rs. 186.21 Lakhs	Not Applicable
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	The appointment is for a term of 5 (five) years commencing from April 01, 2019 till March 31, 2024.  Details of terms and conditions of appointment and remuneration to be paid are provided in the	Director liable to retire by rotation.  No Remuneration is paid to Non-Executive, Non-Independent Director.

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	<p>resolution set out at item no. 5 of this notice.</p> <p>Director is not liable to retire by rotation till he continues to hold the office as Whole-time Director &amp; CEO of the Company.</p>	
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By Order of the Board  
**SHRIRAM AUTOMALL INDIA LIMITED**



**Reema P. Desai**  
Company Secretary

**Place: New Delhi**  
**Date: April 25, 2023**

**Registered Office:**  
Sri Towers, Plot No: 14A, South Phase,  
Industrial Estate, Guindy, Chennai – 600032

**Shriram Automall India Limited (SAMIL)**

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**Corporate Identity Number (CIN)** – U50100TN2010PLC074572