



NOTICE

NOTICE is hereby given that the Fifteenth Annual General Meeting (“AGM”) of the members of SHRIRAM AUTOMALL INDIA LIMITED (“The Company”) will be held on Saturday, **August 24, 2024 at 2:00 P.M Indian Standard Time (“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, 2024, 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, 2024, the Statement of 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, 2024, 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, 2024, the Statement of 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 Mr. Umesh Revankar (DIN: 00141189), who retires by rotation at this meeting under section 152 of the Companies Act, 2013 and being eligible, offers himself 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, Mr. Umesh Revankar (DIN: 00141189), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th 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



4. **To reappoint statutory auditors, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants Firm (Firm Registration No. 101049W/E300004), of the Company from the financial year 2024-2025 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 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 reappointed as Statutory Auditors of the Company including Tax Audit (whose tenure expires at the conclusion of the 15th Annual General Meeting) at the remuneration of Rs. 30,00,000/- exclusive of out-of-pocket expenses goods and services tax and other taxes as applicable which will be charged at actuals for this Financial Year 2024-2025.

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 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company for conducting the audit of the Company for a term of 5 years commencing from Financial Year 2024-2025 to 2028-2029.

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.”

By Order of the Board
SHRIRAM AUTOMALL INDIA LIMITED

Date: July 25, 2024
Place: New Delhi

Sd/-
Reema P. Desai
Company Secretary

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, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) has permitted the Companies to conduct their AGMs on or before September 30, 2024 through Video conferencing (VC) or Other Audio-Visual Means (OAVM) in accordance with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated May 05, 2020. In compliance with the MCA Circulars, the 15th Annual General Meeting (“15th 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 15th 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 15th AGM and hence the Proxy Form, Attendance Slip and Route Map 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. In terms with provisions of Section 152(6) of the Companies Act, 2013, Mr. Umesh Revankar (DIN: 00141189), who retires by rotation at this meeting, Except Mr. Umesh Revankar, 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 as per requirements 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**.

6. 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

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through VC / OAVM. The said Resolution/Authorization shall be sent by email through its registered email address to reema.desai@samil.in.

7. 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.
8. 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 15th AGM. Members seeking to inspect such documents can send an email at reema.desai@samil.in.

9. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.samil.in.
10. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. Since the AGM will be held through VC / OAVM, the Route Map of the venue of the Meeting is not annexed hereto.

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DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT ENSUING 15TH ANNUAL GENERAL MEETING PURSUANT TO 1.2.5 OF SECRETARIAL STANDARD 2 (SECRETARIAL STANDARDS ON GENERAL MEETINGS) IS AS FOLLOWS:

Name of Director	Mr. Umesh Revankar
Date of Birth and Age	October 27, 1964 (59 years)
Directors Identification Number (DIN)	00141189
Date of first appointment on the Board of the Company	October 25, 2016
Expertise in specific functional areas	Mr. Umesh Revankar has an extensive experience in the financial services industry.
Qualifications	Mr. Umesh Govind Revankar holds a Bachelor's degree in business management from Mangalore University and a master of business administration (MBA) in finance. He attended the Advanced Management Program at Harvard Business School.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Shriram Finance Limited 2. Shriram Investment Holdings Private Limited 3. Shriram Credit Company Limited 4. Shriram General Insurance Company Limited 5. Shriram Life Insurance Company Limited 6. Shriram Capital Private Limited (formerly Shriram Finance Ventures (Chennai) Pvt. Ltd. 7. Shriram GI Holdings Private Limited 8. Shriram LI Holdings Private Limited 9. Finance Industry Development Council
Membership/ Chairmanship of Committees of other public companies	<p><u>Shriram Life Insurance Company Limited</u></p> <p>i) Nomination and Remuneration Committee-Member;</p> <p><u>Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited)</u></p> <p>i) Corporate Social Responsibility Committee-Chairman; ii) Risk Management Committee-Chairman; iii) Allotment Committee (NCDs)-Chairman; iv) Investment Review Committee-Chairman; v) Stakeholder's Relationship Committee-Member; vi) IT Strategy Committee-Member; vii) ESG Committee-Member; viii) Banking and Finance Committee-Member; ix) Asset Liability Management Committee-Member;</p>

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	<p>x) Security Transfer Committee-Member; xi) ESOP Allotment Committee-Member; xii) Stressed Asset Committee-Member;</p> <p><u>Shriram Credit Company Limited</u></p> <p>i) Audit Committee-Member; ii) Nomination and Remuneration Committee-Member; iii) Corporate Social Responsibility Committee-Member;</p> <p><u>Shriram General Insurance Company Limited</u></p> <p>i) Policyholders' Protection Committee</p>
Number of Board Meetings attended during the F.Y. 2023-2024	4 (Four)
Shareholdings in the Company	NIL
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
Remuneration received from the Company during F.Y. 2023-2024	Not Applicable
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>Director liable to retire by rotation.</p> <p>No Remuneration is paid to Non-Executive, Non-Independent Director.</p>

By Order of the Board
SHRIRAM AUTOMALL INDIA LIMITED

Place: New Delhi
Date: July 25, 2024

Sd/-
Reema P. Desai
Company Secretary

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