



SHRIRAM AUTOMALL INDIA LIMITED

CIN: U50100TN2010PLC074572

Registered Office: Sri Towers, Plot No: 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu-600032

Tel.: +91.44.48524666; **Fax:** +91.44.48525666

Website: www.samil.in; **Email id:** reema.desai@samil.in.

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (01/2025-26) of the members of SHRIRAM AUTOMALL INDIA LIMITED ("The Company") will be held on **Thursday, June 12, 2025 at 04:30 P.M. Indian Standard Time ("IST")** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") for which purpose the Registered Office of the Company shall be deemed as the venue and the proceedings of the Extra-Ordinary General Meeting shall be deemed to be made thereat to transact the following Special business:

SPECIAL BUSINESS:

Ratification and approval of Managerial Remuneration paid to Mr. Sameer Malhotra, CEO and Whole Time Director of the Company for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in furtherance to the resolution passed at an Extra Ordinary General Meeting of the Company held on March 02, 2024 and in accordance with the provisions of Section 196, 197, 198 and 203 read with Schedule V and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable provisions of Articles of Association of the Company, if any and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors at their meetings held on April 29, 2025, approval of the members be and are hereby accorded to ratify, confirm and approve the following remuneration paid to Mr. Sameer Malhotra (holding DIN: 01029645) as Whole-time Director designated as Chief Executive Officer (CEO) for the Financial Year 2024-2025 notwithstanding that the same is over and above the limit prescribed under Section 197 of the Act.

Remuneration paid to Mr. Sameer Malhotra for the Financial Year 2024-2025 be and is hereby ratified and approved as under:

Amount (in Rs.)	
Particulars	FY 2024-25
CTC – Fixed	1,22,68,248
Variable Remuneration*	30,00,000
TOTAL	1,52,68,248

*Variable Remuneration paid for previous FY 2023-24.

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

**By Order of the Board of Directors
For Shriram Automall India Limited**

Date: April 29, 2025

Place: New Delhi



**Reema P. Desai
Company Secretary
Membership No. 27369**

Registered Office:

Sri Towers, Plot No: 14A, South Phase,
Industrial Estate, Guindy, Chennai, Tamil Nadu- 600032.

NOTES:

1. THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING under the guidelines issued by Ministry of Corporate Affairs through General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General circular No. 10/2021 dated 23.06.2021, General Circular No. 20/2021 dated 08.12.2021, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 03/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 11/2022 dated 28.12.2022, and General Circular No. 9/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024, and has permitted conducting General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”) upto September 30, 2025 in the manner prescribed under Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 14/2020 dated April 08, 2020. In compliance with the applicable provisions of the Companies Act, 2013 (“Act”) read with MCA Circulars, the Extra-Ordinary General Meeting (“EGM” or “Meeting”) of the Members will be held through VC / OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
2. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members intending to send their authorized representative(s) to attend the EGM are requested to forward a certified copy of the Board Resolution authorizing their representative under Section 113 of the Companies Act, 2013 to attend and vote at the EGM to the Company in advance. The said Resolution/Authorization shall be sent through email to reema.desai@samil.in before the commencement of the meeting.
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. For ease of participation of the Members, during the meeting, members may

raise questions by raising hand during the meeting. The Members may also, before the meeting, submit the questions through e-mail to reema.desai@samil.in

6. Facility of joining the EGM through video conferencing facilities will open 15 minutes before the time scheduled for the EGM and will remain open 15 minutes after such scheduled time.
7. In case any member requires assistance for using the aforementioned Dial in before or during the meeting, you may call the Helpline No. 9819804948/9899900552. Members may update their Email Id by contacting Ms. Reema P. Desai, Company Secretary and following necessary steps.
8. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to ensure that the device used for attending the meeting through video conferencing has strong internet signal/ network.
9. In case a poll is demanded, Chairperson shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder.
10. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: reema.desai@samil.in stating their assent/ dissent.
11. In compliance with the MCA Circulars, Notice of the EGM is being sent through electronic mode to Members at email addresses which are registered with the Company. This notice is also available on the website of the Company.
12. In case of any doubts or clarification, the members are requested to contact Ms. Reema P. Desai, Company Secretary of the Company, through e-mail: reema.desai@samil.in.
13. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed here to form an integral part of this Notice.
14. The businesses set out in the Notice will be transacted by the members by show of hands during the meeting while participating through VC/OAVM facility.
15. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The EGM will be held through VC/OAVM therefore, the route map is not

annexed to the Notice.

17. All documents referred to in the EGM Notice will be available for electronic inspection by the members during business hours. Members seeking to inspect such documents may send a request on the email id reema.desai@samil.in atleast 7 working days before the date on which they intend to inspect the document.



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

ITEM NO. 1

The Shareholders at its Extra Ordinary General Meeting held on March 02, 2024 approved the re-appointment of Mr. Sameer Malhotra as CEO and Whole-time Director of the Company for a further period of two years commencing from April 1, 2024 subject to review of his performance at the end of one year at current remuneration. In the meeting held on January 23, 2025 the Board confirmed the appointment of Mr. Sameer Malhotra as CEO and Whole-time Director of the Company for the continuity of the appointment till March 31, 2026 as originally envisaged.

Pursuant to Section 197 of the Companies Act, 2013 ('Act'), the total managerial remuneration payable by a public company to its Directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of that company for that financial year computed in the manner laid down in Section 198. Further, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five percent of the net profits of the company and if there is more than one such director remuneration shall not exceed ten percent of the net profits to all such Directors and manager taken together.

The Company at present has only one Whole Time Director i.e. Mr. Sameer Malhotra designated as Chief Executive Officer of the Company and the 5% of the net profit computed for the FY 2024-25 is Rs. 1,13,94,654 which can be paid to him. During the Financial year 2024-25, Mr. Sameer Malhotra, CEO and Whole Time Director received remuneration of Rs. 1,52,68,248/- which is in excess of 5% of the net profit of the Company for the financial year ended 2024-25 computed as per Section 198 of the Companies Act, 2013 ("Act"). As per the limit prescribed under Section 197 of the Act, a Whole Time Director's remuneration shall not exceed 5% of the net profit of the Company. If it exceeds approval of shareholders in special resolution is required.

It is proposed and recommended by Nomination and Remuneration Committee and Board of Directors to ratify remuneration paid to Mr. Sameer Malhotra during the F.Y.



2024-25. Therefore, it is proposed to seek shareholders' approval for ratifying remuneration paid to Mr. Sameer Malhotra i.e., Rs. 1,52,68,248/- for the F.Y. 2024-25 as per Schedule V of the Companies Act 2013.

The Board of Directors recommends this resolution for approval of the Members of the Company as a Special 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.

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 based on given indicators:

The Financial Performance of the Company is as follows:

(Rs. In Lakhs)

Particulars	2024-25	2023-24	2022-23	2021-22	2020-21
Revenue from operation and other Income	17,898.00	16,524.48	17,743.83	16,944.82	13,951.70
Profit before depreciation, Finance Cost and Tax but after prior period Items	5,103.78	3,742.50	3,972.82	5,629.53	4,172.84
Depreciation and Amortization	2,003.19	1,956.58	1,575.00	1,275.48	813.02
Interest and Finance charges	993.26	810.52	690.98	566.67	398.20
Profit/(Loss) before exceptional items and Tax	2,107.33	975.40	1,706.84	3,787.38	2,961.62
Exceptional Gain/(Loss)	-	-	-	-	-
Profit/(Loss) before Tax	2,107.33	975.40	1,706.84	3,787.38	2,961.62
Profit/(Loss) after Tax	1,623.15	703.05	1,158.52	2,864.80	2,636.47

5. Foreign Investments or collaborations, if any: Nil

II. INFORMATION ABOUT THE APPOINTEE:

S. No.	Particulars	Details
1.	Background details	Mr. Sameer Malhotra 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.

		<p>Malhotra has been the driving force of SAMIL since 2011.</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. Sameer 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) and post-graduation in financial management.</p>
2.	Past Remuneration	<p>2023-2024: Rs. 152.68 Lakhs</p> <p>2022-2023: Rs. 186.21 Lakhs</p> <p>2021-2022: Rs. 184.08 Lakhs</p> <p>2020-2021: Rs. 204.93 Lakhs</p> <p>2019-2020: Rs. 477.62 Lakhs</p>
3.	Recognition or Awards	<p>Our CEO & Whole time Director, Mr. Sameer Malhotra was honoured with Top 25 CEOs, Managing Directors, and Founders Award at the Great Managers' League Summit 2024: Mr. Sameer Malhotra was honoured with the prestigious Top 100 Great People Managers in the country, under the elite category of Top 25 CEOs, Managing Directors, and Founders, at the Great Managers' League Summit 2024 by the Great Manager Institute in</p>

	<p>association with The National HRD Network (NHRDN). The award was presented by Dr. Marshall Goldsmith, the world’s No. 1 Executive Coach, Speaker, and Author, alongside Prasenjit Bhattacharya, CEO & Founder of Great Place To Work. The grand ceremony took place at the iconic Tata Theatre, NCPA Mumbai, bringing together visionary entrepreneurs and industry stalwarts from across the country.</p> <p>-The Company has received certificate for Great Place to Work on February 2025 for the period January 2025 to January 2026 for the Fifth year in a row. Shriram Automall's continuous focus on achieving business goals while managing work-life balance and building a High-Trust & High-Performance Culture has once again been recognized by the Great Place to Work® Institute.</p> <p>- SAMIL has been honored with the prestigious ‘Digital Pioneer: Best Transformation Initiative (Automobile)’ award at THE CIO COLLECTIVE Awards 2025! This recognition is a powerful testament to our unwavering commitment to Phygital technology, where we seamlessly blend digital transformation with operational excellence.</p> <p>- Cartrade Exchange was honoured as CX Innovator of the Year 2024 at 2nd Edition of CX Innovation Summit & Awards 2024. This prestigious award is a testament to our dedication to developing innovative solutions that enhance the customer experience. We’re committed to pushing boundaries and delivering cutting-edge experiences in the automotive industry.</p> <p>- Shriram Automall received the Customer Service Excellence Award 2024: Driven by Excellence, Powered by Trust, Shriram Automall India Limited was honoured</p>
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		<p>with the Excellence in Customer Service Award at CX Innovation Summit & Awards 2024. This recognition fuels our commitment to redefining customer experiences and delivering unparalleled value.</p> <p>- Shriram Automall had achieved a remarkable honour by being named the “Best Digital Preowned Automotive Marketplace” at the 10th CIA WORLD Construction & Infra Awards 2024. This award reaffirms SAMIL’s steadfast dedication to innovation and digital transformation, setting a new benchmark in the automotive industry.</p> <p>- Shriram Automall had achieved another significant milestone by being awarded the prestigious “Best Digital Transformation Initiative - Pre-owned Automobile Industry Award” at the Dine with DevOps event on August 30, 2024. This recognition underscores SAMIL's commitment to transforming the industry through innovative technology solutions.</p> <p>-Shriram Automall India Limited, CarTradeExchange Solutions Private Limited and Adroit Inspection Services Private Limited (Adroit Auto) had been recognized and listed as “Leading SMEs of India 2024” by Dun & Bradstreet India in their recent report. This recognition is part of their 15th premier publication, themed “Fueling the Spirit of Udyami Bharat.” The theme emphasizes the crucial role of MSMEs in propelling India's economic growth and development.</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/ratified	Rs. 152.68 Lakhs

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.

**By Order of the Board of Directors
For Shriram Automall India Limited**

Date: April 29, 2025

Place: New Delhi



**Reema P. Desai
Company Secretary
Membership No. 27369**

Registered Office: Sri Towers, Plot No: 14A, South Phase,
Industrial Estate, Guindy, Chennai, Tamil Nadu- 600032.