



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 Sixteenth Annual General Meeting (“AGM”) of the members of SHRIRAM AUTOMALL INDIA LIMITED (“The Company”) will be held on Monday, August 25, 2025 at 04:30 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, 2025, 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, 2025, 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, 2025, 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, 2025, 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.”

Shriram Automall India Limited (SAMIL)

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3. To appoint a director in place of Mr. Akshay Shankar (DIN: 02205532), 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. Akshay Shankar (DIN: 02205532), 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.”

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 for the financial year 2025-2026 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 (hereinafter referred to as the “Act”), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force,) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm Registration Number: 101049W/E300004), who were appointed as Statutory Auditor of the Company including Tax Audit and Limited Review at the 15th Annual General Meeting (AGM) held on August 24, 2024 to hold office from conclusion of 15th AGM until the conclusion of 20th AGM of the Company, be paid remuneration of Rs. 34,00,000/- (Rupees Thirty-Four Lakhs only) exclusive of certification fees, reimbursement of out-of-pocket expenses, goods and services tax and other taxes as applicable which will be charged at actuals for this Financial Year 2025-2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee 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.”

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SPECIAL BUSINESS:

- 5. Approval of Managerial remuneration to be paid to Mr. Sameer Malhotra, CEO and Whole-time director, for the financial year 2025-2026 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 Extra Ordinary General Meeting of the Company held on March 02, 2024 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 (holding DIN: 01029645) as Whole-time Director designated as Chief Executive Officer (CEO) for the Financial Year 2025-26, revised to Rs. 132.50 Lakhs from Rs. 122.68 Lakhs (financial year 2024-25) be and is hereby approved.

RESOLVED FURTHER THAT annual variable remuneration of Rs. 30 Lakhs (for FY 2024-25) be and is hereby approved.

RESOLVED FURTHER THAT remuneration to Mr. Sameer Malhotra, CEO & Whole Time Director (holding DIN: 01029645) for the Financial Year 2025-26 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, ESOP apportionment, if any and variable remuneration to Mr. Sameer Malhotra, CEO and Whole Time Director (holding DIN: 01029645) for the Financial Year 2025-26, be and is hereby approved.

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.”

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6. To Make Investment/ Extending Loans/ Provide Guarantee in Bodies Corporate as per Section 186 of the Companies Act, 2013 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 supersession of the earlier resolution passed at 12th Annual General Meeting held on September 28, 2021 and pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its power) Rules, 2014, Section 179 of the Act and all other applicable provisions, if any of the Act (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and such other approvals as may be required in that behalf, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Business Development Committee or any other Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 250 Crores (Rs. Two Hundred and Fifty Crores only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors/ Business Development Committee of the Company, be and is hereby authorised to invest in the Subsidiaries or any other body corporate, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board of Directors/ Business Development Committee, be and is hereby authorised to negotiate the terms and conditions, interest rate and tenure of the above said investments, loan(s), security(ies) or guarantee(s) as

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they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board of Directors/ Business Development Committee, be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

7. To approve the appointment of Mr. Steven Douglas Greenfield (DIN: 10916964) as Non- Executive Independent 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 Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Steven Douglas Greenfield (DIN: 10916964) who was appointed as an Additional Director of the Company with effect from January 24, 2025 by the Board of Directors as per Section 161 (1) of the Act and Article 18 of the Articles of Association of the Company in the category of Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Steven Douglas Greenfield for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing with effect from January 24, 2025 to January 23, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and Remuneration Policy of the Company, Mr. Steven Douglas Greenfield be paid sitting fees as may be approved by the Board /Members subject to the limits prescribed under the Act.

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RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to this resolution including but not limited to filing of necessary e-forms with the Registrar of Companies.”

8. **To approve the appointment of Mr. Vivek Gul Asrani (DIN: 00114447) as Non-Executive Independent 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 Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of Companies Act, 2013 (hereinafter to be referred as ‘the Act’) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vivek Gul Asrani (DIN: 00114447) who was appointed as an Additional Director of the Company with effect from January 24, 2025 by the Board of Directors as per section 161 (1) of the Act and Article 18 of the Articles of Association of the Company in the category of Non-Executive Independent Director and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Vivek Gul Asrani for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing with effect from January 24, 2025 to January 23, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provision of Sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and Remuneration Policy of the Company, Mr. Vivek Gul Asrani be paid sitting fees as may be approved by the Board /Members subject to the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may

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be required to give effect to this resolution including but not limited to filing of necessary e-forms with the Registrar of Companies.”

9. To approve the appointment of Mr. Sunder Subramanian (DIN: 08189901) 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 Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and Article 18 of the Articles of Association of the Company, Mr. Sunder Subramanian (DIN: 08189901) who was appointed as an Additional Director under the category of Non-Executive Non – Independent Director of the Company by the Board of Directors (the “Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from July 23, 2025 who holds the office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as a Director in the category of Non- Executive Non – Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all 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

SHRIRAM AUTOMALL INDIA LIMITED

Date: July 23, 2025

Place: New Delhi

Sd/-

Reema P. Desai

Company Secretary

Registered Office:

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Industrial Estate, Guindy, Chennai – 600032

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024 (“MCA Circulars”) has allowed the companies to conduct the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) till September 30, 2025. In compliance with the aforesaid MCA Circulars, the 16th Annual General Meeting (“16th 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. 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 16th 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 16th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The relevant details of Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking reappointment at this AGM is also annexed herewith.
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 to 9 are annexed hereto and forms a part of this Notice.
6. In terms with provisions of Section 152(6) of the Companies Act, 2013, Mr. Akshay Shankar (DIN: 02205532), who retires by rotation at this meeting. Except Mr. Akshay Shankar, 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 Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of

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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**.

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 pursuant to Section 113 of the Act, 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.
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.
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 16th AGM. Members seeking to inspect such documents can send an email at reema.desai@samil.in.

10. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website 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: APPROVAL OF MANAGERIAL REMUNERATION TO BE PAID TO MR. SAMEER MALHOTRA, CEO AND WHOLE TIME DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2025-2026

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.

The Board of Directors in its meeting held on April 29, 2025, subject to approval of the shareholders, approved fixed remuneration payable to Mr. Sameer Malhotra, CEO & Whole Time Director for the financial year 2025-26 would be Rs. 1,32,49,708 i.e., 8% increment on fixed remuneration.

Pursuant to Section 197 of the Companies Act, 2013 ('the 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 remuneration payable to him for the financial year 2025-26 which consist of fixed remuneration of Rs. 1,32,49,708/- from Rs. 1,22,68,248/- (Financial year 2024-25) and annual variable remuneration of Rs. 30,00,000/- (for FY 2024-25) resulting cost to company ("CTC") be Rs. 1,62,49,708/- be approved for the financial year 2025-26.

The remuneration payable to Mr. Sameer Malhotra for the financial year 2025-26 may exceed limits prescribed under Companies Act 2013, notably as precautionary measure approval of shareholders is sought in the ensuing 16th AGM, for remuneration payable to Mr. Sameer Malhotra, CEO and Whole Time Director of the Company.

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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 and Key Managerial Personnel or 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.

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

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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	<p>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. 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</p>

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		<p>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>2024-2025: Rs. 152.68 Lakhs</p> <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>
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 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>- Shriram Automall India Limited has been honored with the prestigious 'Digital Pioneer: Best Transformation Initiative (Automobile)' award at THE CIO COLLECTIVE Awards 2025! This recognition is a</p>

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		<p>powerful testament to our unwavering commitment to Phygital technology, where we seamlessly blend digital transformation with operational excellence.</p> <ul style="list-style-type: none"> - CartradeExchange Solutions Private Limited 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. - Shriram Automall India Limited received the Customer Service Excellence Award 2024: Driven by Excellence, Powered by Trust, Shriram Automall India Limited was honoured 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. - Shriram Automall India Limited 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. - 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. - Shriram Automall India Limited, CarTradeExchange Solutions Private Limited and Adroit Inspection Services Private Limited (Adroit Auto) had been recognized and
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		listed as “Leading SMEs of India 2024” by Dun & Bradstreet India in their recent report. This recognition is part of their 15 th 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.
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. 162.50 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.

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ITEM NO. 6: TO MAKE INVESTMENT/ EXTENDING LOANS/ PROVIDE GUARANTEE IN BODIES CORPORATE AS PER SECTION 186 OF THE COMPANIES ACT, 2013

Pursuant to Section 186 of the Companies Act, 2013 (The Act), no Company shall directly or indirectly:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

The Company is giving loan to its subsidiaries companies and making the investment of available surplus funds of the Company from time to time in the inter corporate deposits, Mutual funds and the Non-Convertible Debentures of the bodies corporate. The Shareholders at its 12th Annual General Meeting held on September 28, 2021 approved the limits under the said provision of Section 186 of the Act for amount of Rs. 200 Crore.

In order to support the business activities, it is proposing to widen the scope of previous resolution for making loan(s) and/or give any guarantee(s)/provide any security(ies) and investment under provision of Section 186 of the Act. The Board of Directors in its meeting held on April 29, 2025 enhanced the overall limit under the provision of section 186 of the Act from existing limit of Rs. 200 Crores (Rupees Two Hundred Crores Only) to Rs. 250 Crores (Rupees Two Hundred Fifty Crores only).

Accordingly, the Board of Directors recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval of the Members of the Company.

Except Ms. Reema P. Desai, Company Secretary of the Company (Key Managerial Personnel) being director in wholly owned subsidiary/subsidiary are concerned interested in aforesaid resolution.

None of the Directors of Company 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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ITEM NO. 7 AND 8: TO APPROVE THE APPOINTMENT OF MR. STEVEN DOUGLAS GREENFIELD (DIN: 10916964) AND MR. VIVEK GUL ASRANI (DIN: 00114447) AS NON-EXECUTIVE INDEPENDENT DIRECTORS OF THE COMPANY FOR A TERM OF 5 YEARS WITH EFFECT FROM JANUARY 24, 2025

The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee and in terms of Article 18 of the Articles of Association of the Company and Section 161(1) of the Companies Act, 2013 (“the Act”) at their meeting held on January 23, 2025, subject to approval of Members of the Company, appointed Mr. Steven Douglas Greenfield (DIN: 10916964) and Mr. Vivek Gul Asrani ((DIN: 00114447) as Additional Directors of the Company in the category of Non-Executive Independent Director (hereinafter collectively referred to as ‘new Independent Directors’) not liable to retire by rotation for a first term of 5 (five) consecutive years as set out at Item Nos. 7 and 8 of this Notice with effect from January 24, 2025 to January 24, 2030.

Brief profile of the new Independent Directors

Mr. Steven Douglas Greenfield:

Mr. Steven has more than 25 years of experience in the automotive technology space. He started his career in 1999 selling software to car dealers and has overseen more than \$1 billion in automotive technology acquisitions. Mr. Steven served as TrueCar’s Senior Vice President of Strategy and Business Development, and AutoTrader.com’s Vice President of Product Management and Business Development, overseeing the acquisitions of vAuto, Kelley Blue Book, HomeNet Automotive, VinSolutions, and Dealer Science. Earlier in his career, Steven served as Manheim’s Director of International Development, spearheading Manheim’s overseas investments, including establishing new joint ventures in Dubai, Istanbul and Beijing.

Additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Secretarial Standards on General Meetings (“SS-2”), issued by Institute of Company Secretaries of India has been furnished as an Annexure A to this Notice.

Mr. Vivek Gul Asrani:

Mr. Vivek Gul Asrani is a Science Graduate from St. Xavier’s College and has also done LLB. He has over 26+ years of experience in setting up distribution networks, organizational systems, manufacturing systems and overall people and process

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management. He is currently associated with Kamyo Fastener Company and Kamyo Industries both of which are partnerships.

Based on the performance evaluation, new Independent Director's skills, experience, expertise and knowledge, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani as Non-Executive Independent Directors pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013. Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani had also fulfilled the requirements of a Non-Executive Independent Director as laid down under Section 149(6) of the Act.

The Company has received a declaration from Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani confirming that they meet all the criteria under Section 149(6) of the Companies Act, 2013 ('the Act') for appointment as an Independent Directors of Shriram Automall India Limited ('the Company'). Further, the Company has also received consent from Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Members proposing the candidature of Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani to be appointed as Non-Executive Independent Directors.

Additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Secretarial Standard on General Meetings ("SS-2"), issued by Institute of Company Secretaries of India has been furnished as an Annexure A to this Notice.

Further, Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as Non-Executive Independent Directors of the Company. Pursuant to Section 150 of the Companies, Act 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani has enrolled their names in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

In the opinion of the Board of Directors, Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani are eligible to be appointed as Non-Executive Independent Director for a term of 5 consecutive years and fulfils the conditions specified in the Companies Act, 2013 and

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the rules made thereunder, for their appointment as Non-Executive Independent Directors of the Company and are independent of the Management.

The Board recommends the Special Resolution as set out at Item No. 7 and 8 for the appointment of Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani as Non-Executive Independent Directors of the Company, not liable to retire by rotation, for approval by the members.

Except Mr. Steven Douglas Greenfield and Mr. Vivek Gul Asrani and their relatives, being appointees, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 and 8.

ITEM NO. 9: TO APPROVE APPOINTMENT OF MR. SUNDER SUBRAMANIAN (DIN: 08189901) AS A DIRECTOR OF THE COMPANY

The Board of Directors of the company passed a resolution in their meeting held on July 23, 2025 approving the appointment of Mr. Sunder Subramanian (DIN: 08189901) as an Additional Director in the category of Non – Executive Non – Independent Director on the Board of the Company to hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sunder Subramanian for the office of Director.

As per Clause 5.1(b)(1) of Shareholder Agreement dated January 24, 2018 by and among Shriram Automall India Limited, and Shriram Finance Limited (formerly known as Shriram Transport Finance Company Limited) and CarTrade Tech Limited (formerly known as MXC Solutions India Private Limited) states that the Board of Directors shall comprise of upto 9 members. Shriram Finance Limited shall have the right to nominate upto 2 (two) directors on the Board of directors ('SFL Directors'). At present Shriram Automall India Limited has only 1 Director represented by Shriram Finance Limited viz. Mr. Umesh Revankar, Non-Executive Non – Independent Director. Accordingly, one more Director is proposed by Shriram Finance Limited to be nominated as an Additional Director of the Company in the category of Non-Executive Non – Independent Director of the Company. Considering the knowledge and experience of Mr. Sunder Subramanian, the Board of Directors on the recommendation of Nomination and Remuneration Committee who passed a resolution through Circular Resolution on July 14, 2025, recommends the appointment of Mr. Sunder Subramanian as a Non-Executive Non - Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Sunder Subramanian following documents:

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- (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- (ii) Notice of Interest of Director in MBP-1 and Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Brief resume of Mr. Sunder Subramanian and additional information as required under Schedule V of the Companies Act, 2013 and such other information as required under Secretarial Standards on General Meetings (“SS-2”), issued by Institute of Company Secretaries of India has been furnished as an Annexure A to this Notice.

The Board recommends this Resolution as set out at Item No. 9 for the appointment of Mr. Sunder Subramanian as a Director in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for approval by the member as an Ordinary Resolution.

Except Mr. Sunder Subramanian and his relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9.

By Order of the Board
SHRIRAM AUTOMALL INDIA LIMITED

Date: July 23, 2025
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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Annexure A

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT ENSUING 16TH ANNUAL GENERAL MEETING PURSUANT TO 1.2.5 OF SECRETARIAL STANDARD 2 (SECRETARIAL STANDARD ON GENERAL MEETINGS) IS AS FOLLOWS:

Name of Director	Mr. Steven Douglas Greenfield	Mr. Vivek Gul Asrani
Date of Birth and Age	February 22, 1971 (54 years)	May 01, 1968 (57 years)
Directors Identification Number (DIN)	10916964	00114447
Date of first appointment on the Board of the Company	January 24, 2025	January 24, 2025
Experience and nature of Expertise	Mr. Steven has more than 25 years of experience in the automotive technology space. He started his career in 1999 selling software to car dealers and has overseen more than \$1 billion in automotive technology acquisitions. Mr. Steven served as TrueCar's Senior Vice President of Strategy and Business Development, and AutoTrader.com's Vice President of Product Management and Business Development, overseeing the acquisitions of vAuto, Kelley Blue Book, HomeNet Automotive, VinSolutions, and Dealer Science. Earlier in his career, Steven served as Manheim's Director of International Development,	Mr. Vivek Gul Asrani has over 26+ years of experience in setting up distribution networks, organizational systems, manufacturing systems and overall people and process management. He is currently associated with Kamyo Fastener Company and Kamyo Industries both of which are partnerships.

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	spearheading Manheim's overseas investments, including establishing new joint ventures in Dubai, Istanbul and Beijing.	
Qualifications	M.B.A.	Science Graduate from St. Xavier's College and LLB.
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Spree Acquisition Corp. 1 Limited 2. Cartrade Tech Limited 	<ol style="list-style-type: none"> 1. GRP Limited 2. Cartrade Tech Limited 3. Shree Luxmi Woollen Mills Estate Private Limited 4. Om Pharmaceuticals Limited 5. Zesa Properties Private Limited 6. Indo-Italian Furniture Company Private Limited
Membership/ Chairmanship of Committees of other public companies	<u>Cartrade Tech Limited</u> <ol style="list-style-type: none"> i. Audit Committee-Member ii. Nomination and Remuneration Committee- Member 	<ol style="list-style-type: none"> 1. <u>GRP Limited</u> <ol style="list-style-type: none"> i. Nomination and Remuneration Committee-Chairman ii. Corporate Social Responsibility Committee-Member iii. Audit Committee-Member 2. <u>Cartrade Tech Limited</u> <ol style="list-style-type: none"> i. Nomination and Remuneration Committee-Chairman ii. Risk Management Committee-Member iii. Corporate Social Responsibility Committee-Member
Number of Board Meetings attended during the F.Y. 2024-2025	NIL	NIL

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Shareholdings in the Company	NIL	NIL
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any Director and/ or Key Managerial Personnel of the Company	He is not related to any Director and/ or Key Managerial Personnel of the Company
Remuneration received from the Company during F.Y. 2024-2025	NIL	25,000/-
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Director not liable to retire by rotation. Non-Executive Independent Directors are eligible for Sitting Fees.	Director not liable to retire by rotation. Non-Executive Independent Directors are eligible for Sitting Fees.

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Name of Director	Mr. Akshay Shankar	Mr. Sunder Subramanian
Date of Birth and Age	October 06, 1983 (41 years)	December 06, 1970 (54 years)
Directors Identification Number (DIN)	02205532	08189901
Date of first appointment on the Board of the Company	February 07, 2018	July 23, 2025
Experience and nature of Expertise	Mr. Akshay Shankar has 17+ years of experience in product management. He started his career at ABN AMRO Central Enterprise Services Private Limited. He was one of the first directors of Nassau IT Services Private Limited, erstwhile owner of the CarTradeIndia.com portal in 2007. He joined CTT on August 1, 2009, as a product manager and has held technology and product leadership roles since then. Mr. Akshay Shankar was promoted to the position of Chief Product Officer – CTT Group (CPO) on October 1, 2020.	Mr. Sunder holds the position of Joint Managing Director (Non-Board) at Shriram Finance Ltd. (SFL). In his current capacity, Mr. Sunder oversees critical functions vital to the company's success, including Finance & Accounts, MIS, HR, Compliance, Governance, Planning and Budgeting, Taxation and Corporate Strategy. He regularly interacts with the Regulators, Auditors, Bankers, Investors etc. Mr. Sunder brings over three decades of profound experience and expertise in Finance & Accounts. He began his career with the

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		Shriram Group in December 1991. Throughout his tenure, he has demonstrated proficiency in Accounts & Finance, establishing himself as a trusted expert known for his strategic foresight, meticulous attention to detail, and unwavering dedication to organizational excellence.
Qualifications	Master's degree in science (with honours) from the University of Twente, Netherlands.	Qualified Cost Accountant, Bachelor's Degree in Commerce from University of Madras.
Directorships held in other Companies	1. Cartrade Finance Private Limited 2. Sobek Auto India Private Limited 3. Cartrade Foundation	NIL
Membership/ Chairmanship of Committees of other public companies	NIL	NIL
Number of Board Meetings attended during the F.Y. 2024-2025	4 Board Meetings	Not Applicable
Shareholdings in the Company	10 equity shares (as a Nominee on Behalf of Cartrade Tech Limited)	NIL

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Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to any Director and/ or Key Managerial Personnel of the Company	He is not related to any Director and/ or Key Managerial Personnel of the Company
Remuneration received from the Company during F.Y. 2024-2025	NIL	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 for FY 2024-25.</p> <p>Non-Executive Director are eligible for Sitting Fees for attending Meetings of Board and Committees. (from April 29, 2025)</p>	<p>Director liable to retire by rotation.</p> <p>No Remuneration is paid to Non-Executive, Non-Independent Director.</p> <p>Non-Executive Director are eligible for Sitting Fees for attending Meetings of Board and Committees.</p>

Shriram Automall India Limited (SAMIL)

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