



SHRIRAM AUTOMALL INDIA LIMITED

CIN: U50100TN2010PLC074572

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

Tel. No.: +91 44 4852 4666 Fax: +91 44 4852 5666

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

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (02/2025-26) of the members of SHRIRAM AUTOMALL INDIA LIMITED (“The Company”) will be held on Tuesday, February 24, 2026 at 11:00 A.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:

To re-appoint Mr. Sameer Malhotra (DIN: 01029645) as Whole-time Director designated as Chief Executive Officer of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and if necessary subject to Central Government approval and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment thereof, for the time being in force) and pursuant to Clause 6.1 of the Shareholders Agreement dated January 24, 2018 executed between the Company, Shriram Finance Limited (Formerly known as Shriram Transport Finance Company Limited (STFC) (“SFL”) and Cartrade Tech Limited (Formerly known as MXC Solutions India Private Limited (MXC) (“CTT Ltd.”) and the CEO Agreement dated April 27, 2018 executed between Mr. Sameer Malhotra, SFL, CTT Ltd. and the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for the re-appointment of Mr. Sameer Malhotra (DIN: 01029645) as the Whole-time Director designated as Chief Executive Officer (CEO) of the Company for a period of 2 years commencing from April 01, 2026 subject to review his performance at the end of one year at a current remuneration and terms and he shall perform such duties and exercise



such powers as may from time to time be lawfully entrusted to and conferred upon him by the Board.

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, instruments, writings, 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**

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

Date: January 22, 2026
Place: New Delhi

Reema P. Desai
Company Secretary
M. No. ACS 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, General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025, and has permitted conducting General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”) till further orders in accordance with the requirements laid down in 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, Chairman 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 at least 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

The Members in their Extra Ordinary General Meeting held on March 02, 2024 had approved the re-appointment of Mr. Sameer Malhotra (DIN: 01029645) as CEO and Whole-time Director of the Company for a further period of 2 years commencing from April 01, 2024 till March 31, 2026 subject to review of his performance at the end of one year at the same remuneration as for FY 2024 i.e. INR 1,22,68,248/- (Indian Rupees One Crore Twenty-Two Lakh Sixty-Eight Thousand Two Hundred Forty-Eight Only). Additionally, Variable Remuneration of INR 30,00,000 (Indian Rupees Thirty Lakh Only) was approved for FY 2024.

The Board of Directors at their meeting held on January 23, 2025 reviewed the performance of Mr. Sameer Malhotra, CEO and Whole Time Director of the Company based on the recommendation of Nomination and Remuneration Committee and it was approved for the continuity of his appointment till March 31, 2026 as originally envisaged at the revised remuneration of INR 1,32,49,708/- (Indian Rupees One Crore Thirty-Two Lakh Forty-Nine Thousand Seven Hundred Eight Only). Additionally, Variable Remuneration of INR 30,00,000 (Indian Rupees Thirty Lakh Only) was approved for FY 2025. The Members are further informed that performance of the CEO and Whole Time Director was reviewed in the meeting of Independent Directors held on March 17, 2025.

The members are informed that the tenure of Mr. Sameer Malhotra, CEO and Whole Time Director of the Company would expire on March 31, 2026. Accordingly, it is proposed to re-appoint Mr. Sameer Malhotra as a CEO and Whole Time Director of the Company for a period of 2 years commencing from April 1, 2026 subject to review his performance at the end of one year at a current remuneration and terms as for FY 2026 i.e. INR 1,32,49,708/- (Indian Rupees One Crore Thirty-Two Lakh Forty-Nine Thousand Seven Hundred Eight Only).

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

The brief profile of Mr. Sameer Malhotra is as below:

Mr. Sameer Malhotra has completed his graduation from Delhi University, and later joined the Institute of Cost & Work Accountants of India (ICWA). He further 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 35 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 – Phyigital 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 and its subsidiaries—CarTradeExchange, Adroit Auto, and Augeo—have successfully carved out a unique and leadership-driven position in the market. With his firm determination, well designed strategies & efficient managerial skills, today SAMIL has become India’s Largest Phyigital Marketplace for Pre-owned Vehicles, Equipment and Other Assets.

It is proposed for re-appointment of Mr. Sameer Malhotra based on recommendation of NRC Committee and Board of Directors for a further period of 2 years commencing from April 01, 2026 subject to review his performance at the end of one year at a current remuneration and terms as for FY 2026 which are provided in above.

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

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

The Board of Directors recommends this resolution for approval of the Members of the Company as 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 35 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

		<p>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 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 2023-2024: Rs. 152.68 Lakhs 2022-2023: Rs. 186.21 Lakhs 2021-2022: Rs. 184.08 Lakhs 2020-2021: Rs. 204.93 Lakhs</p>
3.	Recognition or Awards	<ul style="list-style-type: none"> - Our CEO & Whole-time Director, Mr. Sameer Malhotra, was honored to serve as a Jury Member at the 13th Equipment India Awards 2025, a leading industry platform recognizing innovation, leadership, and transformative impact across India’s infrastructure and equipment ecosystem. - Under his guidance and leadership, Shriram Automall India Limited (SAMIL) and its group companies received multiple prestigious recognitions during the year. SAMIL was conferred the Customer Centric Team of the Year Award (Pre-owned Automobile) at the 5th Edition CX Excellence Awards 2025, organized by Quantic, acknowledging its continued focus on

		<p>delivering superior customer experiences. The Company was also recognized at the 11th CIA World Awards 2025 as the “Most Trusted Phygital Pre-owned Marketplace for Vehicles & Equipment,” reaffirming its leadership in seamlessly integrating physical and digital platforms with a strong emphasis on trust, transparency, and technology-driven solutions. Shriram Automall was also recognized among as the Lead 50 CX Award (North-based HO) at the Top 100 CX Conference & Awards 2025 by Alden.</p> <ul style="list-style-type: none"> - Additionally, at the 22nd Edition CX Summit and Awards 2025, organized by UBS Forums, SAMIL won the “CX Strategy of the Year” award. Group companies also earned prestigious accolade, with Adroit Inspection Services Pvt. Ltd. (Adroit Auto) being awarded for “Seamless Omni-Channel Experience Strategy,” Augeo Asset Management Pvt. Ltd. honored with “Digital Experience Strategy of the Year,” and CarTradeExchange recognised for “CX Technology Implementation of the Year”. These achievements collectively underscore the Group’s commitment to innovation and excellence in customer experience across the automotive and asset management ecosystem. - 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. - 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.
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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. 132.50 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.

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

Date: January 22, 2026
Place: New Delhi



Reema P. Desai
Company Secretary
M. No. ACS 27369

Registered Office:

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

Details of Directors seeking appointment/re-appointment at ensuing Extra Ordinary General Meeting pursuant to 1.2.5 of Secretarial Standard-2 (Secretarial Standard under SS 2 - Secretarial Standard on General Meetings is as follows:

Name of Director	Mr. Sameer Malhotra
Date of Birth and Age	October 30, 1968 (57 years)
Directors Identification Number (DIN)	01029645
Date of first appointment on the Board	September 01, 2013
Experience and nature of Expertise	Mr. Sameer Malhotra has completed his graduation from Delhi University, and later joined the Institute of Cost & Work Accountants of India (ICWA). He further 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 35 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 and its subsidiaries—CarTradeExchange, Adroit Auto, and Augeo—have successfully carved out a unique and leadership-driven position in the market. With his firm determination, well designed strategies & efficient managerial skills, today SAMIL has become India’s Largest Phygital Marketplace for Pre-owned Vehicles, Equipment and Other Assets.
Qualifications	ICWA(I) and post-graduation in financial management

Directorship held in other companies	Nil
Membership/ Chairmanship of Committees of other public companies	Nil
Number of Board Meetings attended during the F.Y. 2025-2026	3 (Three) meetings attended out of 3 meeting held
Shareholdings in the Company	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
Remuneration received from the Company during F.Y. 2024-25	Rs. 152.68 Lakhs
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	<p>The re-appointment is for a term of 2 years commencing from April 01, 2026 subject to review his performance at the end of one year at a current remuneration and terms as for FY 2026.</p> <p>Details of terms and conditions of appointment and remuneration to be paid are provided in the resolution set out at this EGM notice.</p> <p>Director is not liable to retire by rotation till he continues to hold the office as Whole-time Director designated as CEO of the Company.</p>