



# SM Auto Stamping Limited



Manufacturers of sheet metal pressed components & welded assemblies for Automobile & Electrical OEMs.  
GSTIN. : 27AAKCS1177K1ZX CIN NO.: L27109MH2006PLC163789

To,  
**BSE Limited**  
PhirozeJeejeebhoy Towers  
Dalal Street, Mumbai- 400001.

**Date: 29<sup>th</sup> August 2025.**

**Scrip Code: 543065/Scrip ID: SMAUTO**

**Subject: Intimation of 19<sup>th</sup> Annual General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Respected Sir/Madam,

Please note that 19<sup>th</sup> Annual General Meeting ('AGM') of the **SM Auto Stamping Limited** will be held through video conference/ other audio-visual means on **Tuesday, 23<sup>rd</sup> September, 2025** at 11.30 a.m. at the deemed venue at C-13, MIDC Ambad, Nashik- 422010, Maharashtra, India in compliance with the circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India and Securities and Exchange Board of India ('SEBI') and all other applicable laws.

Further, as per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2018 will be exempted from e-voting provisions.

To have transparent and smooth e-voting process, the Company is pleased to provide facility of casting votes by the member's using an electronic voting system from a remote place other than venue of the AGM ("Electronic-voting"). Hence, the Company is providing its members the facility to exercise their right to vote on the resolutions proposed at the 19<sup>th</sup>AGM by NSDL E-voting system and details pertaining to the voting is included in the Notice of AGM

Kindly acknowledge the receipt.

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<b>Registered Office</b>	: J-41, MIDC Ambad, Nashik - 422010, Maharashtra, INDIA
<b>Telephone</b>	: +91-253-6621106/07.
<b>II Plant</b>	: C-13, MIDC Ambad, Nashik - 422010, Maharashtra, INDIA
<b>Telephone</b>	: +91-253-6621102, 6621103, 6621104
<b>Sinnar Plant</b>	: B-198, MIDC, Malegaon, Sinnar, Nashik - 422113. Maharashtra, INDIA
<b>Telephone</b>	: +9102530230009
<b>Website</b>	: <a href="http://www.smautostamping.com">www.smautostamping.com</a> <b>email</b> : <a href="mailto:sales@smautostamping.com">sales@smautostamping.com</a>



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GSTIN. : 27AAKCS1177K1ZX CIN NO.: L27109MH2006PLC163789

Yours faithfully

For **SM AUTO STAMPING LIMITED**

**Pawan Mahajan**  
**Company Secretary & Compliance Officer**  
**Membership No.: A65674**

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**Telephone** : +9102530230009  
**Website** : [www.smautostamping.com](http://www.smautostamping.com) **email** : [sales@smautostamping.com](mailto:sales@smautostamping.com)

NOTICE IS HEREBY GIVEN THAT THE 19<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF SM AUTO STAMPING LIMITED WILL BE HELD ON TUESDAY 23<sup>RD</sup> SEPTEMBER 2025 AT THE DEEMED VENUE AT C-13, MIDC AMBAD, NASHIK- 422010, MAHARASHTRA, INDIA AT 11.30 A.M. TO TRANSACT THE FOLLOWING BUSINESSES THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS (VC/OAVM) FACILITY.

**ORDINARY BUSINESS:**

- 1. To receive, consider, adopt and approve Audited Standalone and Consolidated Financial Statements for the year ended 31<sup>st</sup> March 2025 and report of Auditors and Board's thereon.**

In this regard, to consider and if thought fit, to pass the following resolution as ordinary resolution:

**"RESOLVED THAT,** Audited Standalone and Consolidated Financial Statements as on 31<sup>st</sup> March 2025 i.e., Balance Sheet, Profit and Loss Account, Cash Flow Statement with Accounting Policies, Schedules, Explanatory Notes forming parts of financial statements, Auditor's Report and report of the Board of Directors thereon be and are hereby confirmed, approved and adopted by the members of the company."

- 2. To appoint a Director in place of Mrs. Alka Mukund Kulkarni, Non- Executive Director (DIN: 06896902), whose office is liable to retire by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.**

In this regard, to consider and if thought fit, to pass the following resolution as ordinary resolution:

**"RESOLVED THAT,** Pursuant to Section 152 of the companies Act 2013, and other applicable provisions of the Companies Act 2013, Mrs. Alka Mukund Kulkarni, Non-Executive Director (DIN: 06896902) whose period of office is liable to determination by retirement of directors by rotation and who has offered herself for re-appointment, be and is hereby re-appointed as Non-Executive Director liable to retire by rotation."

- 3. To approve the re-appointment of M/s S.R. Rahalkar& Associates, Chartered Accountants (ICAI Firm Registration No. 108283W) as the Statutory Auditors of the Company.**

In this regard, to consider and if thought fit, to pass the following resolution as ordinary resolutions.

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s). or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s S.R. Rahalkar& Associates, Chartered Accountants (ICAI Firm Registration No. 108283W) be and is hereby

re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years i.e. from the conclusion of 19<sup>th</sup> Annual General Meeting to be held for the financial year ended on 31st March 2025 till the conclusion of 24<sup>th</sup> Annual General Meeting of the Company to be held for the financial year to be ended on 31st March 2030 at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time.”.

**RESOLVED FURTHER THAT** the Audit Committee/Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

#### SPECIAL BUSINESS:

#### 4. To approve Material Related Party Transactions for the Financial Year 2025-26.

In this regard, to consider and if thought fit, to pass the following resolution as ordinary resolutions.

“**RESOLVED THAT** pursuant to Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other Regulations, Circulars, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company, and in pursuance to omnibus approval of audit committee in their meeting, approval of the members of the Company be and is hereby accorded to the Board for any contracts and / or arrangements and/or transactions entered into or to be entered during the financial year 2025-26 with the following Related Parties done in ordinary course of business and at arm’s length basis the value of which either singly or in aggregate of series of transactions exceeds 10% or more of the annual consolidated turnover of the Company as per the last audited financial statements of FY 2024-25 as detailed in the Explanatory Statement annexed to this notice on such terms and conditions as may be decided by the Board of Directors from time to time and mutually agreed between the Company and Related Parties be and are hereby ratified and approved

Sr. No.	Name of Related Party	Nature of Relationship	Maximum Transaction Value (In Rs.)	Nature of Transaction
1	SM Autovision Private Limited	Associate Company	1,00,00,000/-	Labour Charges Received
2			80,00,000/-	Labour Charges Paid
3			2,00,00,000/-	Purchases
4			4,00,00,000/-	Sales
5	Suvidh Engineering	Partnership	2,00,00,000/-	Sales

6	Industries	Firm in which directors are partner	2,00,00,000/-	Purchase
7	SM Autovision Private Limited and Suvindh Engineering Industries	Associate Company and Partnership Firm in which directors are partner	1,00,00,000/- Per transaction /-	Other development activities and exigencies

Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction or such other limits prescribed by the Regulatory authorities.

**“RESOLVED FURTHER THAT**, the approval of the shareholders of the company be and is hereby accorded in Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, on the basis of approval of audit committee, board is authorized to enter into related transactions in category of Other development activities and exigencies subject to value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction during the financial year 2025-2026

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements and other documents, file applications, make representations and seek approval from relevant authorities, if required and deal with any matters necessary as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed by the members of the Company in all respects.

**RESOLVED FURTHER THAT** the Board of Directors, be and are hereby authorised to determine the actual sums to be involved in the particular transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to finalize and execute all agreements, deeds, documents and writings as required for particular transactions and to do all acts, deeds and things in this connection and

incidental thereto as the Board of Directors in its absolute discretion may deem fit.”

**For and on behalf of Board of Directors of  
SM Auto Stamping Limited**

**Sd/-**

**Mr. Mukund Narayan Kulkarni  
Chairperson And Managing Director**

**DIN: 00248797**

**Add:-Alkund Banglow, Krishna Colony  
Shivaji Nagar,Jail Road, Nashik Road  
Nashik 422101 MH IN**

**Sd/-**

**Mr. Suresh Gunwant Fegde  
Whole Time Director**

**DIN: 00248850**

**Add:No.9, Jay Ambe Colony Shivaji Nagar,  
Jail Road, Nashik Road Nashik 422101 MH IN**

**Date: 29<sup>th</sup>August,2025**

**Place: Nashik**

**NOTES:**

1. The Board of Directors of the Company at its meeting held on 20<sup>th</sup> August, 2025 has approved the business to be transacted at the 19<sup>th</sup> AGM of the Company.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) relating to the Ordinary Business of Item no. 2 and 3 and Special Business of item no. 4 to be transacted at the Annual General Meeting is annexed hereto.
3. In view of the General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and Circular No. 20/2020 dated 05th May, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 02/2021 dated 13th January, 2021 General Circular No. 19/2021 dated 08th December, 2021 and General Circular No. 21/2021 dated 14thDecember, 2021, Circular No. 02/2022 Circular No. 03/2022 dated 05th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 and to General Circular No. 09/2023 dated, 25th September 2023 and General Circular No. 09/2024 dated, 19th September 2024 issued by the Ministry of Corporate Affairs (“MCA Circular”) and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 19<sup>th</sup> AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio Visual Means (VC/OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 19<sup>th</sup> AGM shall be C-13, MIDC, Ambad, Nashik-422010, Maharashtra, India.
4. In view of the MCA Circular, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 19<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, corporate members are required to send the Company at [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com) a certified true copy of Board resolution, authorizing their representatives to attend and vote at the meeting through

Video conferencing (VC)/ Other Audio Visual Means (VC/OAVM) Facility. **Accordingly, the Proxy Form and Attendance Slip are not annexed to this notice.**

5. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment and/or regularization at this AGM is annexed in this AGM Notice as 'Annexure - I'.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday 18<sup>th</sup> September 2025 to Tuesday 23<sup>rd</sup> September, 2025 (**both days inclusive**) for the purpose of the 19<sup>th</sup> Annual General Meeting.
7. Pursuant to the MCA Circular and SEBI Regulations/ Circular, electronic copy of the notice of the 19<sup>th</sup> AGM along with the Annual Report for the financial year ended on 31st March 2025, consisting of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2025, including Board's Report, Auditors Report and other documents required to be attached therewith being annexures have been sent only to those Members whose e-mail ids are Registered with the company or Registrar and Share transfer agent or depository Participant(s) through electronic means. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive all other communication sent by the Company, from time to time, can get their email address registered as per instructions mentioned in point no. 20 of this notice.

The Notice of the 19<sup>th</sup> AGM and the Annual Report for the year 2024-25 including therein the Audited Standalone Financial Statements for the year 2024-25 and Audited Consolidated Financial Statement for the year 2024-25 will also be available on the website of the Company at [www.smautostamping.com](http://www.smautostamping.com) and website of BSE Limited."

8. Member attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid authorization letters duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. The Cut-off date for determining the names of shareholders eligible to get notice of Annual General Meeting and copy of Annual Report is Friday 22<sup>nd</sup> August 2025.
11. In case of joint holders attending meeting only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
12. The Shareholders seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the 19<sup>th</sup> AGM are requested to write to the Company on [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com) at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the 19<sup>th</sup> AGM members seeking to inspect the register can send email to [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com)
14. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 01:00 p.m. up to the date of the ensuing Meeting, members seeking to inspect the register can send email to [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com)

The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2024-25 shall also be available on the Company's website <https://www.smautostamping.com/investors/Annual-Report-2024-25.pdf>

15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, and requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts.
16. Route map & landmark of venue of AGM is not enclosed with Notice as the meeting shall be held through Video Conferencing/ Other Audio Visual Means (VC/OAVM) Facility.
17. Notice of the AGM along with the Annual Report for financial year ("FY") 2024- 25 is being sent by electronic mode to those Members whose e-mail IDs are registered with the Company or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars". The Notice and Annual Report FY 2024-25 is available on the website of the Company i.e. <https://www.smautostamping.com/investors/Annual-Report-2024-25.pdf>
18. In continuation with the MCA General Circulars No. 20/2020 dated May 5, 2020, SEBI Circular Nos. SEBI/ HO/CFD/CMD2/CIR/P/2021/11 dated Jan 15, 2021 and in accordance with the General Circular No. 09/2024 dated Sep 19, 2024, the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the financial year ended 31 March 2025 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company or Company's Registrar and Share Transfer Agents (i. e M/s Bigshare Services Private Limited)-or the Depository Participant(s).

A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to shareholders who have not registered their email address with the Company's RTA or DP.

The physical copies of such Annual Report and Notice of AGM will be dispatched only to those shareholders who request for the same.

19. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the section 108 and proviso to Rule No 20(2) of Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2018 is not required to provide the facility to vote by electronic means.

To have transparent and smooth e-voting process, the Company is pleased to provide facility of casting votes by the member's using an electronic voting system. Hence, the Company is providing its members the facility to exercise their right to vote on the resolutions proposed at the 19<sup>th</sup>AGM by NSDL E-voting system, details pertaining to the e-voting will be included in the Notice of AGM.

**20. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER THROUGH ELECTRONIC MEANS:**

The e-voting period begins on Tuesday, 23 September, 2025 at 12:30 P.M. and ends on Tuesday, 23 September 2025 at 2:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday the September 17, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 17, 2025.

I. In compliance of provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in this Notice, through electronic means on the day of 19<sup>TH</sup>AGM during the meeting .

II. Members are requested to note that the Company is providing a facility for voting and the business may be transacted through an electronic voting system.

- a. The details of the process and manner of electronic voting are explained here below:

**Step No 1:** -Access to NSDL e-Voting system

**Step No 2:** -Cast your vote electronically on NSDL e-Voting system





**Details on Step 1 is mentioned below:**

**A) Login method for e-Voting for Individual shareholders holding securities in dematmode:-**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="597 443 1455 831">1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</li> <li data-bbox="597 877 1455 1339">2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.</li> <li data-bbox="597 1386 1455 1539">3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="597 1585 1455 1892">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</li> </ol>

	<p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store     Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

### **B) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

**5. Password details for shareholders other than Individual shareholders are given below:**

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox.

Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account or last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

ii) If your email ID is not registered, please follow steps mentioned below **process for those shareholders whose email ids are not registered.**

**6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:**

a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

b) If you are still unable to get the password, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number, your PAN, your name and your registered address etc.

c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of the Company.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskpc@gmail.com](mailto:cskpc@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Abhijeet Gunjal at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com)
2. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

**21. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views / ask questions during the meeting may pre- register themselves as a speaker by sending their request from their registered email id mentioning their Name, Demat Account Number, Email Id, Mobile Number at [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com) in advance between 16<sup>th</sup> September 2025 (9 a.m IST) to 19<sup>th</sup> September 2025 (5 p.m. IST).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. When pre-registered speaker is invited to speak at the meeting but he / she does not respond, then next speaker will be invited to speak. Accordingly all the pre-registered speakers are invited to requested to get connected with linking devices with video /camera with good internet speed. The company reserves the right to restrict the number of questions and number of speakers as appropriate for smooth conduct of AGM.
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at [smautostamping19agm2025@gmail.com](mailto:smautostamping19agm2025@gmail.com) these queries will be replied by the Company suitably by e-mail.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
10. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. The Board of Directors of the Company has appointed CS Sachin Arvind Kulkarni of M/s Kulkarni Padekar& Co. (ICSI Membership No A62655), as a Scrutinizer to scrutinize the e-voting process for the 19<sup>th</sup> Annual General Meeting in a fair and transparent manner.
12. The Scrutinizer shall after the closing of voting lines for Annual General Meeting will receive voting details from NSDL and then scrutinizer shall submit report on the total votes casted in favour or against, if any, to the Chairperson of the meeting who shall countersign the same and declare the results of the voting forthwith.
13. The results declared along with the report of the scrutinizer shall be placed on the Company's website i.e. <https://www.smautostamping.com/> within 24 hours after the result is declared by the Chairperson .The results shall also be immediately forwarded to the Stock

Exchange where the Shares of the Company are listed and placed on the e-voting platform of NSDL.

14. Subject to receipt of requisite number of votes, the Resolutions shall be passed on the date of the Meeting, i.e. 23<sup>rd</sup> September 2025.

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

**ORDINARY BUSINESS:**

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MRS. ALKA MUKUND KULKARNI, NON- EXECUTIVE DIRECTOR (DIN: 06896902),WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

As per the provisions of Section 152(6) of the Companies Act, 2013, two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in general meeting. At the first Annual General Meeting of a public Company held next after the date of the general meeting at which first directors appointed and at every subsequent annual general meeting one-third of such of the directors for the time as are liable to retire by rotation or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

Accordingly, Mrs. Alka Mukund Kulkarni, Non- Executive Director (DIN: 06896902), has been longest in the office since her last appointment, is liable to retire by rotation in the ensuing 19<sup>th</sup> Annual General Meeting. She offers herself for re-appointment and consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 has been received from Mrs. Alka Mukund Kulkarni, Non- Executive Director (DIN: 06896902)

**BRIEF PROFILE OF Mr. Alka Mukund Kulkarni, Director (DIN: 06896902):**

Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: 06896902) is Resident Indian, her age is 63 years. She is a Non- Executive Director in the Company. She has completed her Masters in Commerce from Marathwada University, Aurangabad in 1984. She has an overall work experience of over 40 years in the field of accounts and finance.

As on the date of notice, Mrs. Alka Mukund Kulkarni (DIN: 06896902), Non Executive Director holds 65,89,009 Equity Shares in Paid Up Share Capital of the Company in her individual capacity.

Except Mrs. Alka Mukund Kulkarni, Non Executive Director (DIN: 06896902) being an appointee Director and Mr. Mukund Narayan Kulkarni, Chairperson and Managing Director (DIN- 00248797) being spouse of appointee Director, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 2 of the Notice.

Details of Director seeking appointment/re-appointment at this Meeting are provided in the "Annexure-1" to the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 to the Notice for approval of shareholders.

## Annexure - I

Disclosure pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) Particulars of Director being appointed/reappointed at the ensuing Annual General Meeting

<b>PARTICULARS</b>	
<b>Name</b>	<b>Mrs. Alka Mukund Kulkarni</b>
<b>DIN</b>	06896902
<b>Current Position</b>	Non-Executive Director (Liable to retire by rotation)
<b>Residential Address</b>	AlkundBanglow, Krishna Colony Shivaji Nagar, Jail Road, Nashik Road Nashik 422101 MH IN
<b>Date of Birth</b>	31/10/1961
<b>Age:</b>	63 Years
<b>Qualification:</b>	Masters in Commerce from Marathwada University, Aurangabad
<b>Experience:</b>	She has an overall experience of more than 40 years.
<b>Expertise in Specific functional areas</b>	Mrs. Alka Mukund Kulkarni looks after the finance, accounts and purchase operations of the Company
<b>Date of first Appointment:</b>	13/06/2014
<b>Number of Board Meetings attended during the year:</b>	Attended 5 out of 7 board meetings held in F.Y. 2024-25
<b>Shareholding in the Company:</b>	Holds 65,89,009 Equity Shares (48.14%)
<b>Relationship with Other Directors:</b>	Spouse of Mr. Mukund Narayan Kulkarni (Chairperson and Managing Director of the company)
<b>Other Directorships:</b>	Mrs. Alka Mukund Kulkarni is a director in SM Autovision Pvt Ltd.
<b>Names of other listed entities in which the person also holds the directorship and the membership of Committees of the board 361[along with listed entities from which the person has resigned in the past three years</b>	NA
<b>Memberships/ Chairmanship of Committees:</b>	She is the member in Nomination and Remuneration Committee of SM Auto Stamping Limited.
<b>Remuneration</b>	Remuneration of Rs.15,00,000/-p.a.(Rupees Fifteen Lakhs p.a.) (Inclusive of salary, perquisites, benefits, incentives and allowances) maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act,

	2013.Also Sitting fees shall be paid for each Board Meeting attended. For FY 2023-24 Remuneration of Rs.15,00,000/- p.a.(Rupees Fifteen Lakhs p.a.)(Inclusive of salary, perquisites, benefits, incentives and allowances) was paid to Mrs. Alka Mukund Kulkarni.
<b>Reason for appointment</b>	To fill the requirement of Section 152 of the Companies Act 2013, and other applicable provisions of the Companies Act 2013 i.e. Retirement of director by rotation and reappointment in the ensuing Annual General Meeting considering the longest term of service.

**ITEM NO. 3 - REAPPOINTMENT OF M/s S. R. RAHALKAR AND ASSOCIATES, CHARTERED ACCOUNTANTS, NASHIK (FRN- 108283W),AS THE STATUTORY AUDITORS OF THE COMPANY.**

M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W), were appointed as the Statutory Auditors at the 14<sup>th</sup>Annual General Meeting of the Company held for the financial year 2019-20 for a period of five years till the conclusion of 19<sup>th</sup> Annual General meeting to be held for financial year 2024-25,

Accordingly, M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W) would be completing their First term as the Statutory Auditors of the Company at 19<sup>th</sup> Annual General Meeting.

Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on 20<sup>th</sup> August, 2025, subject to the approval of shareholders in the ensuing annual general meeting approved and recommended to the shareholders for the reappointment of M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W) as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 19<sup>th</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company, to be held for the financial year ended on 31<sup>st</sup> March 2030 , at such remuneration as may be approved by the Audit Committee/ Board of Directors of the Company from time to time

Pursuant to Section 139 of the Companies Act, 2013 (the Act)and the Rules framed thereunder, the Company has received written consent from M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W) and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W) has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

M/s S. R. Rahalkar and Associates, Chartered Accountants, Nashik (FRN- 108283W) will hold office for a period of 5 (five) consecutive years from the conclusion of this 19<sup>th</sup>Annual General Meeting of the Company till the conclusion of the 24<sup>th</sup>Annual General Meeting to be held for the financial year ended on 31<sup>st</sup> March 2030 subject to the approval by the Shareholder sat the ensuing Annual General

Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company plus applicable taxes and reimbursement of out of pocket expenses done for conducting statutory audit.

The proposed remuneration to be paid to the Auditors for the FY 2025-26 is Rs 2,00,000 (Rupees Two Lakhs Only). The said remuneration excludes applicable taxes and out of pocket expenses.

The Audit Committee and the Board of Directors shall consider approval of revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Shareholders.

#### **SPECIAL BUSINESS:**

#### **ITEM NO. 4: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2025-26:**

Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the Rules. For this purpose, a transaction is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% or more of the turnover of the Company as per the last audited consolidated financial statements of the listed entity.

Pursuant to proviso to Section 188 of the Companies Act, 2013, various transactions and contracts are entered by the company in its ordinary course of business and done on an arm's length basis hence exempt from provisions of Section 188 of the Act, The company has obtained omnibus approval of the Audit Committee and prior approval of the Board of directors as and wherever required before entering into transactions with related party. The value of transactions for the financial year 2025-26 either taken singly or all taken together with subjected related parties as stated below may exceed 10% or more of the annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. FY 2024-2025 hence require the ratification for transactions entered from 1<sup>st</sup> April 2025 to till ensuing AGM and approval for related party transactions to be entered hereinafter.

The particulars required to be provided under Clause 3 of the Explanation to Rule 15 Sub- Rule 3 of the Companies (Meetings of Board and its Power) Rules, 2014 are given below: -

Sr. No.	Name of Related Party	Nature of Relationship	Value (In Rs.)	Nature of Transaction	Material Terms and Particulars of contract or arrangement
1	SM Autovision	Associate Company	1,00,00,000/-	Labour Charges Received	The transactions are in the ordinary course of business and at arm's length and the duration shall be for FY 2025-26
2	Private Limited		80,00,000/-	Labour Charges Paid	
3			2,00,00,000/-	Purchases	
4			4,00,00,000/-	Sales	
5	Suvidh	Partnership Firm in which directors are partner	2,00,00,000/-	Sales	
6	Engineering Industries		2,00,00,000/-	Purchase	
7	SM Autovision Private Limited and Suvidh Engineering Industries	Associate Company and Partnership Firm in which directors are partner	1,00,00,000/- Per transaction /-	Other development activities and exigencies	

#Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction or such other limits prescribed by the Regulatory authorities. Accordingly, the members are requested to give their approval for entering transaction as other development activities and exigencies during the financial year 2025-26 within the specified limit.

The audit committee has given a recommendation for ratification and approval for the above stated related party transactions entered or to be entered during the financial year 2025-26.

Thus, in view of compliance with the with statutory requirements as per Section 188 of the Companies Act, 2013 ratification and approval of the members for material related party transactions entered into or to be entered is being sought by way of Ordinary Resolution.

Except Mr. Mukund Narayan Kulkarni, Mrs. Alka Mukund Kulkarni, Mr. Suresh Gunwant Fegde, Mr. Jayant Suresh Fegde and their relatives are concerned and interested in financially or otherwise, none of directors and KMPs or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4. The Board recommends the Ordinary Resolution set out at Item No.4 to the notice for approval of shareholders.