

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SM AUTO STAMPING LIMITED WILL BE HELD ON FRIDAY, 26TH JULY ,2024 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT J-41, MIDC AMBAD, NASHIK, MAHARASHTRA 422010, INDIA AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESSES THROUGH VIDEO CONFERENCING.

ORDINARY BUSINESS:

1. To receive, consider, adopt and approve:
 - a. Standalone Audited Financial Statements for the year ended 31st March 2024, (including Standalone Balance Sheet as on 31st March,2024, Standalone Profit and Loss Account, Standalone Cash Flow Statement) together with Schedules, Notes thereon and the reports of Board of Directors and Auditor's thereon.
 - b. Consolidated Audited Financial Statements for the year ended 31st March 2024, (including Consolidated Balance Sheet as on 31st March 2024, Consolidated Profit and Loss Account and Consolidated Cash Flow Statement for the year ended on even date and the report of Auditor's thereon.
2. **To appoint a director in place of Mr. Jayant Suresh Fegde, Non- Executive Director (DIN: 07193063), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an ordinary resolution:**

"RESOLVED THAT, Pursuant to Section 152 of the companies Act 2013, and other applicable provisions of the Companies Act 2013, Mr. Jayant Suresh Fegde, Non-Executive Director (DIN: 07193063) whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as Non-Executive Director liable to retire by rotation."

SPECIAL BUSINESS:

3. **Regularization of Additional Non-Executive Independent Director Dr. Sanjay Ramchandra Bhargave (DIN: 02235602), as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 149, 152, of the Companies Act 2013 (Act) and the rules made thereunder (including any statutory modification or re-enactment thereof), if any, and amendment thereof, read with Securities And Exchange Board Of India's (Listing Obligations And Disclosure Requirements) Regulations, 2015, and articles of association of the company and approval and recommendation of Nomination and Remuneration committee and that of board of directors Dr.Sanjay Ramchandra Bhargave (DIN:02235602), who was re-appointed as an Additional Independent Director with effect from 08th March, 2024, on the Board of the Company in terms of the provisions of Section 161(1) of the Companies Act, 2013 and rules made thereunder, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a period of 4 (Four) years Till i.e. 07th March 2028 and will not be liable to retire by rotation.

RESOLVED FURTHER THAT, any of the Board of Directors of the Company be and are hereby authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

4. **To approve Material Related Party Transactions for the Financial Year 2024-25 and if thought fit, to pass with or without modification(s), the following Resolution(s) as an Ordinary Resolution:**

“**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 2024-25 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 2023-24 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 Industries	Partnership Firm in which directors are partner	2,00,00,000/-	Sales
6			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.

“RESOLVED FURTHER THAT, the approval of the shareholders of the company be and is hereby accorded inPursuant 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 transactionsin 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 2024-2025

“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.”

5. **To re- appoint Mr. Mukund Narayan Kulkarni as Chairman & Managing Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), approval of the members of the Company, be and is hereby accorded for re- appointment of **Mr. Mukund Narayan Kulkarni**, bearing DIN: **00248797**,as Managing Director of the Company for a period of 5 years on expiry of his present term of office **effective from 10th December 2024 to 09th December 2029** on such terms

and conditions as set out in this resolution and with liberty to the board of directors (herein after referred to the board which term shall deemed to include the Nomination and remuneration committee of the board) to alter and vary the terms and conditions of the said appointment as it deem fit from time to time” .

“RESOLVED FURTHER THAT, approval of the members of the company be and is hereby accorded that, due to inadequacy of profits the remuneration to **Mr. Mukund Narayan Kulkarni** as Managing Director of the Company be fixed and paid in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 and the remuneration of Rs.4,50,000/- per month including of salary, perquisites, benefits, incentives and allowances shall be fixed and paid as per policy of the Company for a period of 3 years **effective from 10th December 2024 to 09th December 2027** and that the board shall be at liberty and entrusted to revise either by enhancement or reduction in the said remuneration from time to time as board deem fit in line with the provisions of Schedule V of the Act provided that the total remuneration to be paid to Managing Director shall not exceed Rs. 1 Crore (Rupees One Crores) per annum during this period of 3 years of continuation of his appointment.”

“RESOLVED FURTHER THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014(including any statutory modification(s) or re-enactment(s)thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office by **Mr. Mukund Narayan Kulkarni**, bearing DIN: **00248797**,as Managing Director of the Company upon attaining the age of 70 (Seventy) years on **08th August 2029**, on the existing terms and conditions as duly approved in the 18thAnnual General Meeting through special resolution which shall continue to remain in full force and effectpost attainment of age of 70 (Seventy years) within the tenure of 5 (Five) years of his appointment i.e. **Effective from 10thDecember 2024 to 09thDecember 2029”**.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby jointly and/or severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

Terms and conditions for appointment of MD

1. **Mr. Mukund Narayan Kulkarni** re-appointed as Managing Director on expiry of his present term w.e.f. 10thDecember 2024 on remuneration of Rs 4,50,000/- per month which is including basic salary, allowances, perquisites on account of Provident Fund and other funds, Gratuity, Leave Encashment, reimbursement of medical and such other reimbursements as decided by the Board of directors from time to time provided that overall and total remuneration to be paid to as Managing Director shall not exceed Rs.1 Crore (Rupees One Crores)per annum in any financial year which is in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 due to inadequacy of profits within a period of 3 years from the date of his appointment i.e. **effective from 10thDecember 2024 to 09th December 2027**.

2. The Managing Director shall be entitled to performance linked bonus as may be decided by the board of directors or Nomination remuneration committee from year to year based on achievement and his contribution towards profitability and overall growth in the revenue to the company as the Board of directors deem fit which will be over and above the remuneration of Rs 4,50,000/- per month , but provided that total remuneration including the performance linked bonus paid in any financial year shall not exceed the total and overall limit of Rs 1 Crore (Rupees One Crores) per annum.
3. The Managing Director shall be entitled to such increment from time to time as the Board may at its discretion determine and fix within the tenure of 5 years subject to recommendation of Nomination and remuneration committee.
4. **Mr. Mukund Narayan Kulkarni** shall also be entitled to reimbursement of expenses actually incurred by him travelling, boarding and lodging and communication expenses for the business of the company.
5. The Managing Director shall exercise and perform such powers and duties as the Board of Directors of the Company shall from time to time determine, and subject to any directions, and restrictions, time to time given and imposed by the Board, he shall have the substantial powers of management, general control, superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.
6. Mr. Mukund Narayan Kulkarni will hold the office for consecutive period of 5 (Five) years and shall continue to act as Managing Director until resigned from directorship, death, retirement by age or disqualified to act as Director pursuant to Section 164 of the Companies Act, 2013 and shall vacate the office pursuant to 167 of the Companies Act, 2013.
7. If the concern Managing director dies during any financial year and thus his employment with the company ceases, his legal heirs, successors, assigns, ancestors, or administrators shall be entitled to a rateable proportion of the remuneration and other benefits linked with remunerations which he would have received for the whole financial year if had been alive.
8. Mr. Mukund Narayan Kulkarni shall see that, 3 (three) months prior notice shall be served to the company before giving wilful resignation from the post of Managing Director and such notice period shall not waived off or adjusted towards the payment of remuneration for notice period.
9. Pursuant to Section 202 of the Companies Act, 2013, company may make payment to Managing Director by way of compensation for loss of office or as consideration for retirement from office or in connection with such loss or retirement subject to provisions of Subsection (2) AND (3) of Section 202 of the Companies Act, 2013.

10. Mr. Mukund Narayan Kulkarni shall see that the company shall gain from his abilities and capabilities. The managing director shall carry out the orders of the Board of Directors and shall in all respects comply with the directions given by the Board of Directors and shall observe all the regulations lay down by the Board of Directors in all respects.

6. To re- appoint Mr. Suresh Gunwant Fegde as Whole-Time Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification and re-enactment thereof for the time being in force), approval of the members of the Company, be and is hereby accorded for re- appointment of **Mr. Suresh Gunwant Fegde**, bearing DIN: **00248850**, as Whole-time Director of the Company for a period of 5 years on expiry of his present term of office **effective from 10th December 2024 to 09th December 2029** on such terms and conditions as set out in this resolution and with liberty to the board of directors (herein after referred to the board which term shall deemed to include the Nomination and remuneration committee of the board) to alter and vary the terms and conditions of the said appointment as it deem fit from time to time.

“RESOLVED FURTHER THAT, approval of the members of the company be and is hereby accorded that, due to inadequacy of profits the remuneration to **Mr. Suresh Gunwant Fegde** as Whole Time Director of the Company be fixed and paid in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 and the remuneration of Rs. 4,50,000/- per month including of salary, perquisites, benefits, incentives and allowances shall be fixed and paid as per policy of the Company for a period of 3 years **effective from 10th December 2024 to 09th December 2027** and that the board shall be at liberty and entrusted to revise either by enhancement or reduction in the said remuneration from time to time as board deem fit in line with the provisions of Schedule V of the Act provided that the total remuneration to be paid to whole time Director shall not exceed Rs. 1 Crore (Rupees One Crores) per annum during this period of 3 years of continuation of his appointment.”

“RESOLVED FURTHER THAT pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Members of the Company be and is hereby accorded for continuation of holding of office by **Mr. Suresh Gunwant Fegde**, bearing DIN: **00248850**, as Whole-time Director of the Company of the Company upon attaining the age of 70 (Seventy) years on **01st May 2027**, on the existing terms and conditions as duly approved in the 18th Annual General Meeting through special resolution which shall continue to remain in full force and effect post attainment of age of 70 (Seventy years) within the tenure of 5 (Five) years of his appointment i.e. **Effective from 10th December 2024 to 09th December 2029**”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby jointly and/or severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms with the Registrar of Companies.”

Terms and conditions for appointment of WTD

1. Mr. Suresh Gunwant Fegde, re-appointed as whole time Director on expiry of his present term w.e.f. 10th December 2024 on remuneration of Rs 4,50,000/- per month which is including basic salary, allowances, perquisites on account of Provident Fund and other funds, Gratuity, Leave Encashment, reimbursement of medical and such other reimbursements as decided by the Board of directors from time to time provided that overall and total remuneration to be paid to whole time director shall not exceed Rs.1 Crore (Rupees One Crores)per annum in any financial year which is in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 due to inadequacy of profits within a period of 3 years from the date of his appointment i.e. **effective from 10th December 2024 to 09th December 2027.**
2. The whole time Director shall be entitled to performance linked bonus as may be decided by the board of directors or Nomination remuneration committee from year to year based on achievement and his contribution towards profitability and overall growth in the revenue to the company as the Board of directors deem fit which will be over and above the remuneration of Rs 4,50,000/- per month , but provided that total remuneration including the performance linked bonus paid in any financial year shall not exceed the total and overall limit of Rs 1 Crore (Rupees One Crores) per annum.
3. The whole time Director shall be entitled to such increment from time to time as the Board may by its discretion determine and fix within the tenure of 5 years subject to recommendation of Nomination and remuneration committee.
4. Mr. Suresh Gunwant Fegde, shall also be entitled to reimbursement of expenses actually incurred by him travelling, boarding and lodging and communication expenses for the business of the company.
5. The Whole-time Director shall exercise and perform such powers and duties as the Board of Directors of the Company shall from time to time determine, and subject to any directions, and restrictions, time to time given and imposed by the Board, he shall have the substantial powers of management, general control, superintendence of the business of the Company with power to appoint and dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things, which in the ordinary course of business he may consider necessary or proper or in the interest of the Company.
6. Mr. Suresh Gunwant Fegde will hold the office for consecutive period of 5 (Five) years and shall continue to act as Whole-time Director until resigned from directorship, death,

retirement by age or disqualified to act as Director pursuant to Section 164 of the Companies Act, 2013 and shall vacate the office pursuant to 167 of the Companies Act, 2013.

7. If the concern director dies during any financial year and thus his employment with the company ceases, his legal heirs, successors, assigns, ancestors, or administrators shall be entitled to a rateable proportion of the remuneration and other benefits linked with remunerations which he would have received for the whole financial year if had been alive.
 8. Mr. Suresh Gunwant Fegde, shall see that, 3 (three) months prior notice shall be served to the company before giving wilful resignation from the post of Whole-time Director and such notice period shall not waived off or adjusted towards the payment of remuneration for notice period.
 9. Pursuant to Section 202 of the Companies Act, 2013, company may make payment to Whole-time Director by way of compensation for loss of office or as consideration for retirement from office or in connection with such loss or retirement subject to provisions of Sub -Section (2) AND (3) of Section 202 of the Companies Act, 2013.
 10. Mr. Suresh Gunwant Fegde shall see that the company shall gain from his abilities and capabilities. The whole-time director shall carry out the orders of the Board of Directors and shall in all respects comply with the directions given by the Board of Directors and shall observe all the regulations lay down by the Board of Directors in all respects.
7. **To approve re- appointment of Mr. Sunilkumar Satyanarain Dayama as Non-Executive Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a Special Resolution:**

“RESOLVED THAT pursuant to the provision of Sections 149, 150, 152, read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014 of Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, and Regulation of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in consideration of recommendation of nomination remuneration committee and board of directors an approval of members of the company be and is hereby accorded for re-appointment of Mr. Sunilkumar Satyanarain Dayama as Non-executive Independent Director of the Company not liable to retire by rotation for a period of 5 years on expiry of his present term of office for term of 5 (Five) years effective from 10th December 2024 till 09th December 2029 on such terms and conditions as mentioned in his appointment letter”.

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

Sd/-

Mr. Mukund Narayan Kulkarni
Chairman And Managing Director
DIN: 00248797

Address: AlkundBanglow, Krishna Colony
Shivaji Nagar, Jail Road, Nashik Road Nashik
422101.

Sd/-

Mr. Suresh Gunwant Fegde
Whole Time Director
DIN: 00248850

Address: No. 9, Jay Ambe Colony Shivaji
Nagar, Jail Road, Nashik Road Nashik 422101.

Date: 1st July 2024.

Place: Nashik

NOTES:

1. The Board of Directors of the Company at its meeting held on May 29, 2024, has approved the business to be transacted at the 18th AGM of the Company.
2. In view of the General Circular No. 14/2020 dated 08th April, 2020, Circular No. 17/2020 dated 13th 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 14th December, 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 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 18th AGM of the Company is being conducted through Video Conferencing (VC) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 18th AGM shall be the Registered Office of the Company.
3. 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 18th AGM. However, in pursuance of Section 112 and Section 113 of the Act, corporate members are required to send the Company at investorrelations@smautostamping.com a certified true copy of Board resolution, authorizing their representatives to attend and vote at the meeting through Video conferencing (VC). **Accordingly, the Proxy Form and Attendance Slip are not annexed to this notice.**
4. The relevant details, pursuant to Regulations 26(4) and 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 regularization at this AGM is annexed.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 17th July 2024 to 26th July 2024 (**both days inclusive**) for the purpose of the 18th Annual General Meeting.
6. Pursuant to the MCA Circular and SEBI Circular, electronic copy of the notice of the 18th AGM along with the Annual Report for the financial year ended on 31st March 2024, consisting of Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2024, including Board 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 of 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 the Notice of the 18thAGM and the Annual Report for the financial year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered as per instructions mentioned in point no. 13 of this notice.

The Notice of the 18thAGM and the Annual Report for the year 2023-24 including therein the Standalone Audited Financial Statements for the year 2023-24 and Audited consolidated Financial Statement for the year 2023-24 will also be available on the website of the Company at www.smautostamping.com and website of BSE India Limited. "

7. Member attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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, 28th June 2024.
9. 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.
10. The Shareholders seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the 18thAGM are requested to write to the Company on companysecretary@smautostamping.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.
11. 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 18th AGM members seeking to inspect the register can send email to investorrelations@smautostamping.com.
12. 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 investorrelations@smautostamping.com.

The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2023-24 shall also be available on the Company's website www.smautostamping.com.

13. INSTRUCTION FOR UPDATING OF EMAIL ID:

- A. The members who have not registered their email ids with the company may contact company secretary of the company at investorrelations@smautostamping.com or phone No 0253-6621102 for registering their email ids on or before (cut of date 28th June 2024). The Company shall send the notice to such members whose email ids get registered within aforesaid time enabling them to participate in the meeting and cast their votes.
- B. If there is change in e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company by writing an email on investorrelations@smautostamping.com or to DPs in respect of shares held in electronic form.
- C. Members holding shares in Demat mode may kindly note that any request for change of address or change of email-id or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from members holding shares in Demat mode.
- D. The Company has appointed M/s. Bigshare Services Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting DPID and CLID, full name and name of the Company as "SM AUTO STAMPING LIMITED."

14. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

1. Members may kindly note that, in accordance with the aforementioned MCA Circulars, the Company is providing the VC facility provided by Zoom Link to the members for participating in the Meeting.
2. The members are requested to follow the following instructions in order to participate in the Meeting through Video conferencing (VC) mechanism:
 - a. Invitation link and credentials to join the meeting shall be shared from this email ID: companysecretary@smautostamping.com.

b. Detailed instructions for the Members to join the meeting are given below:

OPTION 1:

Joining from Laptop or Computer (having access to webcam)

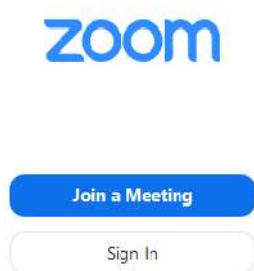
Step 1: Before joining a Zoom meeting on a laptop or computer, you can download the Zoom app from the following link:

<https://zoom.us/download>(Zoom Client for Meetings)

Otherwise, you will be prompted to download and install Zoom when you click a join link.

Step 2: Open the Zoom desktop client

Step 3: Click Join a Meeting if you want to join without signing in



Or Sign in to Zoom using your registered Mail ID then click Join



Step 4: Enter the Meeting ID number <_____> and Password <_____>. Click Join and make sure access is given to the microphone (to speak) and camera (to see).

Join a Meeting

Meeting ID or Personal Link Name

Grant MacLaren

Do not connect to audio

Turn off my video

Join Cancel

OPTION 2:

Joining from Mobile Phone

Step 1: Downloading the Zoom Mobile App from the Application Store (e.g. Google PlayStore, iOS App Store, as applicable).

Step 2: Join a meeting using one of these methods:

- Tap Join a Meeting if you want to join without signing in.
- Sign in to Zoom then tap Join.

Step 3: Enter the meeting ID number and your display name

Step 4: Tap Join Meeting

- Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.
- 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.
- The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. 10.45 a.m. and 15 minutes after the expiry of the said scheduled time i.e. till 11.15 a.m.
- Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- Participation of single member shall only be allowed at a time.
- Members are requested to e-mail at investorrelations@smautostamping.com or call at 0253-6621102 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC.

- i. Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.
- j. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their requisition in advance at least 3 days prior to the meeting mentioning their Name, Demat Account Number, Email Id, Mobile Number at investorrelations@smautostamping.com.
- k. 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 companysecretary@smautostamping.com these queries will be replied by the Company suitably by e-mail.
- l. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- m. Electronic copy of all the documents referred to in the accompanying Notice of the 18th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at <https://www.smautostamping.com/investors.html>

15. INSTRUCTION FOR VOTING THROUGH EMAIL ON DESIGNATED EMAIL ID / REMOTE E-VOTING

- a. Pursuant to MCA Circular, If the numbers of members attending the 18th Annual General Meeting through Video conferencing (VC) is below 50 (Fifty), then Chairman may decide to conduct voting through show of hands, while, If the poll is demanded on resolution(s) to be transacted in the 18th AGM and/or if the total number of members attending meeting exceeds 50 (Fifty), then the Shareholders have to cast vote on items considered in the meeting by sending their votes in favour or against the resolution by clicking on link provided in the email which will be sent to shareholders separately wherein a google form will be provided to cast the vote and link for same shall be shared with members through this email ID companysecretary@smautostamping.com The Voting through the designated email-id shall be verified by the Scrutinizer.
- b. Voting rights of the members for voting through remote e-voting provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 17th July 2024. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting provided in the Meeting.
- c. The Board of Directors of the Company has appointed CS Hemant Sonawane Designated partner of MDSB and Co LLP, Practicing Company Secretaries, Nashikas a Scrutinizers to scrutinize the remote e-voting process for the 18th Annual General Meeting in a fair and transparent manner.

- d. Pursuant to MCA Circular, the company shall be providing the facility of voting through Google form which shall be generated from designated email id of the Company i.e. smautostampingagm@gmail.com and link for same shall be shared with members through this email ID companysecretary@smautostamping.com.
- e. During the course of the meeting the Chairman of the meeting will make an announcement for voting lines open and then shareholders by clicking on link provided in a separate email may cast their vote on resolutions proposed in the 18th AGM.
- f. The voting period will be of half an hour and during voting period, Shareholders of the Company, holding shares as on the Cut-off date i.e. 17th July 2024 may vote by clicking on the link provided in separate email containing google form and that a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- g. The details of the process and manner for voting by sending an email to Designated Email-Id are explained below:

Step No 1: - The Shareholder should click on the link to open google form.

Step No 2: - Fill the Personal details as below: -

- Name: _____
- Status: Individuals/ HUF/ NRI/ Corporate Shareholder/ Institutional Shareholder / Other (Specify)
- Beneficiary ID/DPID followed by CLID
- Designated Email Id

Manner of holding shares i.e. Demat or Physical Your User ID is: (NSDL or CDSL) or Physical	
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 IN500*** and Client ID is 13***** then your user ID is IN500***13*****
b) For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For Example if your Beneficiary ID is 14***** then your user ID is 14*****

- h. After filling the personal information, in the next section "Resolution Description". Read the respective Item-wise resolution(s) as per Notice of Annual General meeting and cast your vote by clicking on options "assent/dissent" for casting vote.
- i. After casting vote on all resolution(s) serially, click on the "Submit" button.
- j. Once you "Submit" your vote on the resolution, you will not be allowed to modify your vote.
- k. Upon confirmation the message "vote cast successfully will be displayed."

- l. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may follow the same instructions as mentioned above.
 - m. In case you have any queries or issues regarding voting, you may write to the Company Secretary at Company's email address sachin.jadhav@smautostamping.com
 - n. The result of remote e-voting provided in the meeting shall be aggregated and declared in the meeting of the company by Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting and after declaration of result of voting, the 18th AGM will get concluded.
 - o. If the process of counting of votes requires the more time, then Chairman shall take call to adjourn the 18th AGM in pursuance to Companies Act, 2013 and in adjourned meeting the result of voting shall be declared.
 - p. The results declared along with the report of the scrutinizer shall be placed on the Company's website immediately after the result is declared by the Chairman.
 - q. The Notice of the AGM shall be placed on the website of the Company till the date of the AGM. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.smautostamping.com/investors.html> immediately after the declaration of result by Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Shares of the Company are listed.
16. As per Notification issued by Ministry of Corporate Affairs dated 19th 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, 2009 will be exempted from e-voting provisions.

Also, no such provision is available in the SME Equity Listing Agreement. The company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore, Company is not providing e-voting facility to its shareholders but conducting voting through a provided in a separate email, considering MCA circular for conducting the meeting through video conferencing.

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

ORDINARY BUSINESS:

ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. JAYANT SURESH FEGDE, NON-EXECUTIVEDIRECTOR (DIN: 07193063), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING, AND BEING ELIGIBLE, OFFERS HIMSELF 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, Mr. Jayant Suresh Fegde, Non-Executive Director (DIN: 07193063) has been longest in the office since his last appointment, is liable to retire by rotation in the ensuing Annual General Meeting. He offers himself for re-appointment and consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Jayant Suresh Fegde, Non-Executive Director (DIN: 07193063).

BRIEF PROFILE OF Mr. Jayant Suresh Fegde, Non-Executive Director (DIN: 07193063):

Mr. Jayant Suresh Fegde aged 39 years, He has Completed Masters in Tool engineering from NTTF Bangalore and has vast experience in tool designing, tool room, developing and controlling engineering systems in various automotive companies for 12 years. He head SM Auto Stamping Design & Development function.

As on the date of notice, Mr. Jayant Suresh Fegde, Non-Executive Director (DIN: 07193063), holds 100Equity Shares in Paid Up Share Capital of the Company in his individual capacity.

Except Mr. Jayant Suresh Fegde, Non-Executive Director (DIN: 07193063)being an appointee Director and Mr. Suresh Gunwant Fegde, Wholetime Director (DIN: 00248850)being father 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-I" to the Notice.

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

SPECIAL BUSINESS:

ITEM NO. 3: REGULARISATION OF ADDITIONAL NON-EXECUTIVE INDEPENDENT DIRECTOR DR. SANJAY RAMCHANDRA BHARGAVE (DIN:02235602), AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS SPECIAL RESOLUTION:

Dr.Sanjay Ramchandra Bhargave was re-appointed as an Additional Non Executive Independent Director of the Company in the Board meeting held on 05th March, 2024 for further period of 1 (one) year subject to approval of shareholders in the ensuing annual general meeting.

On recommendation of audit committee and Nomination remuneration Committee, in the board meeting held on 29th May 2024 the board has passed the resolution in suppression to the resolution passed on 05thMarch 2024 and made re-appointment of Dr. Sanjay Ramchandra Bhargave for term of 4 (Four) years from the date of his original appointment i.e. effective From 08th March 2024 to 07th March 2028 subject to approval of members of the company in the ensuing annual general meeting.

In terms of the provisions of Section 161 of the Companies Act, 2013, he shall hold office as Additional Non-Executive Independent Director of the Company up to the date of the ensuing Annual General Meeting.

The Company has received declaration from Dr.Sanjay Ramchandra Bhargave as that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Dr.Sanjay Ramchandra Bhargave, Independent Director under Section 149 of the Act, to hold office for 4 (Four) years with effect from 08th March 2024 to 07th March 2028.

In the opinion of the Board, Dr.Sanjay Ramchandra Bhargave fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Dr.Sanjay Ramchandra Bhargave is independent of the management.

Brief profile of Dr.Sanjay Ramchandra Bhargave is enclosed as Annexure -1 and this Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the directors, KMPs, (except Dr.Sanjay Ramchandra Bhargave the extent of his appointment as Independent Director) or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 3

The Board recommends the Special Resolution set out at Item No. 3 to the notice for approval of Members.

BRIEF PROFILE OF Dr.Sanjay Ramchandra Bhargave, (DIN:02235602):

Dr. Sanjay Ramchandra Bhargave is a Fellow Member of the Institute of Cost Accountants of India having wide experience of more than 40 years in Cost Management, Cost Audit, Cost Reduction, Indirect Taxation, Strategic Management, Budgeting, Materials Management, O&M, and implementing advanced management techniques.

He has worked in senior positions in professionally managed companies. He is a practicing Cost Accountant with a specialization in Indirect Taxes and Cost Reduction Techniques.

Considering the eligibility and experience of Dr.Sanjay Ramchandra Bhargave and the recommendation given by the Nomination and Remuneration Committee for the regularisation of Dr.Sanjay Ramchandra Bhargaveas the Independent Director of the Company, the Board of Directors recommend his appointment as an Independent Director not liable to retire by rotation by passing Special Resolution.

ITEM NO. 4: TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2024-25 AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION:

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 prior approval of the Audit Committee and Board as and wherever required before entering into transactions with related party. The value of transactions with below mentioned Related Parties of the Company as defined under the Act in respect of financial year 2024-25either taken singly or all taken together with subjected related party 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 2023-2024 and therefore require the ratification for transactions entered and approval of shareholders for further related party transactions. 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
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					arrangement
1	SM Autovision Private Limited	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 2024-25
2			80,00,000/-	Labour Charges Paid	
3			2,00,00,000/-	Purchases	
4			4,00,00,000/-	Sales	
5	Suvidh Engineering Industries	Partnership Firm in which directors are partner	2,00,00,000/-	Sales	
6			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 2024-25 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 2024-25.

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 there solution set out at item no. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 to the notice for approval of Members.

ITEM NO. 5 - TO RE- APPOINT MR. MUKUND NARAYAN KULKARNIAS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

Mr. Mukund Narayan Kulkarni, bearing DIN: 00248797, was appointed as Chairman & Managing Director of the Company for a period of 5 years from 10th December 2019 to 09th December 2024. Mr. Mukund Narayan Kulkarni, aged 66 years is core promoter and director of company since its inception and possesses immense knowledge and experience in the business activity of the Company and will play important role in success of company in future thus Nomination and Remuneration Committee and board of directors recommends to re- appoint him as Chairman and Managing Director of the company by passing special resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and hence the matter is put for the approval of the Members of the company at 18th Annual General meeting for re-appointment of **Mr. Mukund Narayan Kulkarni** for further period of 5 years **effective From 10th December 2024 to 09th December 2029** and for fixation of his remuneration for period of 3 years i.e. **effective from 10th December 2024 to 09th December 2027** within a tenure of his appointment.

Mr. Mukund Narayan Kulkarni will attain the age of 70 years on 08th August 2029, hence the company seeks consent of the members by way of special resolution for continuation of his holding of existing office as Chairman & Managing Director after the age of 70 years during the currency of his term of appointment under the provisions of Section 196(3) (a) of the Companies Act, 2013 and the resolution for same is also included in the item No 5 of 18th Annual General Meeting and the Board therefore recommends the Special Resolution for your approval.

This explanatory statement and the resolution at Item no. 5 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Following are the mandatory disclosures pursuant to provisions of Schedule V of the Companies Act, 2013, to justify the Proposed appointment and remuneration paid to Managing Director.

I. General Information:

Sr. No.	Particulars	Disclosures
1.	Nature of Industry	The Company is in the business of manufacturing of Auto Components.
2.	Date of commencement of commercial production	Company has been in the commercial production since its inception.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing	The Company has ongoing business activity since its inception.

	in the prospectus			
4.	Financial performance based on given indicators.	Particulars	Amount in Rs. For FY 23-24	
		Revenue from Operations (Net)	67,56,36,526	
		Other Income	84,57,191	
		Total Expenditure	63,53,30,258	
		Net Profit Before Tax	4,91,40,864	
5.	Foreign investments or collaborators, if any	N.A.		

II. Information about the appointee:

1.	Background details	<p>Mr. Mukund Narayan Kulkarni aged 64 years, is a Diploma in Mechanical Engineering from Maharashtra State Board of Technical Education and has a rich experience of 42 years in Automotive & Engineering Industry. Mr. Mukund Narayan Kulkarni is the founder director of the Company and looking after the operations and finance related matters of the Company and execution of overseas project.</p> <p>Mr. Mukund Narayan Kulkarni, bearing DIN: 00248797, was appointed as Chairman & Managing Director of the Company for a period of 5 years from 10th December 2019 to 09th December 2024 and his present tenure of 5 years is till the closing hours of 09th December 2024, considering his invaluable contribution to the growth of SM Group and to the company and based on the recommendations of the Nomination and Remuneration Committee the Board of Directors in its Meeting held on 29th May 2024 given approval for re- appointment for another term of 5 years, effective From 10thDecember 2024 to 09th December 2029 subject to approval of members in their meeting by passing special resolution.</p>			
2.	Past remuneration	Particulars	FY23-24	FY 22-23	FY 21-22
		Remuneration	54,00,000	54,00,000	35,10,000
		Incentive if any	Nil	Nil	Nil
3.	Job profile and his suitability	As per point No IV			
4.	Remuneration proposed	Rs.4,50,000/-p.m. with maximum set limit of Rs. 1 crore per annum for the period of 3 years ending on 10 th December 2027 within the tenure of 5 years of			

		continuation of appointment.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided for re-appointment Chairman and Managing Director of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	Promoter, shareholder and holding 0.000730576 % of the total paid up value of the Company as on date. Mrs Alka Mukund Kulkarni, Non-Executive director is spouse of Mr. Mukund Narayan Kulkarni.

III. Other Information:

1.	Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement	As per the management view the profits of the company seem inadequate for the payment of Director's remuneration under Section 197 of the Companies Act, 2013. Thus, the Company proposes to pay the Director's remuneration as per Item A of Section II of Part II of the Schedule V of the Companies Act, 2013. The effective capital of the company as per the last financial year ended on 31st March 2024 as below as Annexure -1
2.	Expected increase in productivity and profits in measurable terms	The company is taking various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to achieve desired financial performance.

<i>Effective capital calculation - Annexure -1</i>	
<i>Particulars</i>	<i>Amount (F. Y. 2023-24)</i>
Paid-up Share Capital (excluding Share Application Money/advance against shares)	13,68,78,320
Share Premium	-
Reserves and Surplus (Excluding revaluation Reserve)	3,33,08,262
Long Term Loans (Secured Loan)	19,47,711
Deposits repayable after one year	NA

(Excluding WC Loans, O/d, Interest thereon, BG & other short-term arrangements)	
GROSS TOTAL	17,21,34,293
(-) Investments	10,60,63,505
(-) Accumulated Losses	-
(-) Preliminary Expenses not written off	-
NET TOTAL	6,60,70,788

The details of the terms of re-appointment and remuneration payable to are given below:

1.	Tenure of Remuneration	Remuneration for the period of 3 years effective from 10th December 2024 to 09th December 2027.
2.	Salary inclusive of all allowances and incentives	Remuneration of Rs 4,50,000/- per month which is including basic salary, allowances, perquisites on account of Provident Fund and other funds, Gratuity, Leave Encashment, reimbursement of medical and such other reimbursements as decided by the Board of directors from time to time provided that overall and total remuneration to be paid to as Managing Director shall not exceed Rs.1 Crore (Rupees One Crores)per annum in any financial year which is in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 due to inadequacy of profits within a period of 3 years from the date of his appointment i.e. effective from 10 th December 2024 to 09 th December 2027.
3.	Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
4.	Retirement benefits	A. Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
5.	Other benefits	A) The Director shall be entitled to reimbursement of expenses like travelling, boarding and lodging and communication expenses actually and properly incurred during the course of doing legitimate business of the company. B)The Managing Directorshall be entitled to performance linked bonus as may be decided by the board of directors or Nomination remuneration

		committee from year to year based on achievement and his contribution towards profitability and overall growth in the revenue to the company as the Board of directors deem fit which will be over and above the remuneration of Rs 4,50,000/-per month, but provided that total remuneration including the performance linked bonus paid in any financial year shall not exceed the total and overall limit of Rs 1 Crore (Rupees One Crores)per annum.
6.	Minimum Remuneration	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the maximum limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. which is approved by the members of the company.</p> <p>Overall and total remuneration to be paid to as Managing Director shall not exceed Rs.1 Crore (Rupees One Crores) per annum in any financial year which is in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 due to inadequacy of profits within a period of 3 years from the date of his appointment i.e. effective from 10th December 2024 to 09th December 2027.</p>

IV. Disclosures with regards to appointment of Directors as per Secretarial Standard on General Meetings” (SS-2) and The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements)Regulations, 2015 as under

Particulars	Comments
DIN No.	00248797
Date of Birth	08/08/1959
Date of Appointment on current position	10 th December, 2019
Qualification	Diploma in Mechanical Engineering from Maharashtra State Board of Technical Education
Expertise in specific functional areas	Mr. Mukund Narayan Kulkarni aged 64 years, is a Diploma in Mechanical Engineering from Maharashtra State Board of Technical Education and has a rich experience of 40 years in Automotive & Engineering Industry. Mr. Mukund Narayan Kulkarni is the founder director of the Company and looking after the operations

	and finance related matters of the Company and execution of overseas project.
List of other Companies in which directorship is held as on date	1. SM Autovision Private Limited
Chairman/Member of Committee of other Company	NA
Shareholding in the company	100 number of Equity Shares (0.000730576 % of paid up share capital)
No of meetings attended during the Financial year	5 Board Meetings
Relationship with other directors and key managerial personnel	Mrs Alka Mukund Kulkarni, Non-Executive director is spouse of Mr. Mukund Narayan Kulkarni.
Terms and conditions of appointment	As per Point III.

Except Mr. Mukund Narayan Kulkarni, being Managing Director of the Company being appointee and Mrs. Alka Mukund Kulkarni, Non-Executive Director of the Company being spouse of Mr. Mukund Narayan Kulkarni, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 to the notice for approval of Members

ITEM NO. 6 - TO RE- APPOINTMR. SURESH GUNWANT FEGDE AS WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Suresh Gunwant Fegde, bearing DIN: **00248850**, was appointed as Wholetime Director of the Company for a period of 5 years effective from **10th December 2019** to **09th December 2024**. Mr. Suresh Gunwant Fegde, aged 68 years is core promoter and director of company since its inception and possesses immense knowledge and experience in the business activity of the Company and will play important role in success of company in future thus Nomination and Remuneration Committee and board of directors recommends to re- appoint him as Wholetime Director of the company by passing special resolution under the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and hence the matter is put for the approval of the Members of the company at 18th Annual General meeting for re-appointment of **Mr. Suresh Gunwant Fegde** for further period of 5 years **effective From 10thDecember 2024 to 09thDecember 2029** and for fixation of his remuneration for period of 3 years i.e. **effective from 10th December 2024 to 09th December 2027** within a tenure of his appointment.

Mr. Suresh Gunwant Fegde will attain the age of 70 years on **01st May 2027**, hence the company seeks consent of the members by way of special resolution for continuation of his holding of existing office as whole time director after the age of 70 years during the currency of his term of appointment under the provisions of Section 196 (3) (a) of the Companies Act, 2013 and the resolution for same is

also included in the ITEM no 6 of 18th Annual general meeting and the Board therefore recommends the Special Resolutions for your approval.

This explanatory statement and the resolution at Item no. 6 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Following are the mandatory disclosures pursuant to provisions of Schedule V of the Companies Act, 2013, to justify the Proposed appointment and remuneration paid to whole time Director.

I. General Information:

Sr. No.	Particulars	Disclosures	
6.	Nature of Industry	The Company is in the business of manufacturing of Auto Components.	
7.	Date of commencement of commercial production	Company has been in the commercial production since its inception.	
8.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	The Company has ongoing business activity since its inception.	
9.	Financial performance based on given indicators.	Particulars	Amount in Rs. For FY 23-24
		Revenue from Operations (Net)	67,56,36,526
		Other Income	84,57,191
		Total Expenditure	63,53,30,258
		Net Profit Before Tax	4,91,40,864
10.	Foreign investments or collaborators, if any	N.A.	

II. Information about the appointee:

7.	Background details	Mr. Suresh Gunwant Fegde is Whole Time Director and Promoter of our Company. He has been on the Board since incorporation of the Company. He completed his Industrial Training Course from Industrial Training Institute, Nashik in the trade of fitter in 1978. He has a work experience of around 41 years of which 23 years of experience is particularly in Auto components stamping industry. He is instrumental in guiding the team for tool design and development of sheet metal components, technical
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		<p>development, project monitoring and review. He currently oversees and controls the overall production and marketing function of our Company.</p> <p>Mr. Suresh Gunwant Fegde, bearing DIN: 00248850, was appointed as Wholetime Director of the Company for a period of 5 years from 10th December 2019 to 09th December 2024 and his present tenure of 5 years is till the closing hours of 09th December 2024, considering his invaluable contribution to the growth of SM Group and to the company and based on the recommendations of the Nomination and Remuneration Committee the Board of Directors in its Meeting held on 29th May 2024 given approval for re- appointment for another term of 5 years, effective From 10thDecember 2024 to 09th December 2029 subject to approval of members in their meeting by passing special resolution.</p>			
8.	Past remuneration	Particulars	FY23-24	FY 22-23	FY 21-22
		Remuneration	54,00,000	54,00,000	35,10,000
		Incentive if any	Nil	Nil	Nil
9.	Job profile and his suitability	As per point No IV			
10	Remuneration proposed	Rs.4,50,000/-p.m. with maximum set limit of Rs. 1 crore per annum for the period of 3 years ending on 10 th December 2027 within the tenure of 5 years of continuation of appointment.			
11	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Looking into his experience and expertise in the Industry, the Board of Directors of the Company decided for re-appointment Wholetime Diretor of the Company. The remuneration paid to him is reasonable considering the prevailing emoluments in the industry for senior management with similar qualifications and experience.			
12	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any:	<p>Promoter, shareholder and holding 24.81% of the total paid up value of the Company as on date.</p> <p>Mr. Jayant Suresh Fegde, Non-Executive director is son of Mr. Suresh Gunwant Fegde.</p>			

III. Other Information:

1.	Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement	As per the management view the profits of the company seem inadequate for the payment of Director's remuneration under Section 197 of the Companies Act, 2013. Thus, the Company proposes to pay the Director's remuneration as per Item A of Section II of Part II of Schedule V of the Companies Act, 2013. The effective capital of the company as per the last financial year ended on 31 st March 2024 as below as Annexure -1
2.	Expected increase in productivity and profits in measurable terms	The company is taking various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to achieve desired financial performance.

<i>Effective capital calculation - Annexure -1</i>	
<i>Particulars</i>	<i>Amount (F. Y. 2023-24)</i>
Paid-up Share Capital (excluding Share Application Money/advance against shares)	13,68,78,320
Share Premium	-
Reserves and Surplus (Excluding Revaluation Reserve)	3,33,08,262
Long Term Loans (Secured Loan)	19,47,711
Deposits repayable after one year (Excluding WC Loans, O/d, Interest thereon, BG & other short-term arrangements)	NA
GROSS TOTAL	17,21,34,293
(-) Investments	10,60,63,505
(-) Accumulated Losses	-
(-) Preliminary Expenses not written off	-
NET TOTAL	6,60,70,788

The details of the terms of re-appointment and remuneration payable to are given below:

7.	Tenure of Remuneration	Remuneration for the period of 3 years effective from 10th December 2024 to 9th December 2027.
8.	Salary inclusive of all allowances and incentives	Remuneration of Rs 4,50,000/- per month which is including basic salary, allowances, perquisites on account of Provident Fund and other funds, Gratuity, Leave Encashment, reimbursement of medical and such other

		reimbursements as decided by the Board of directors from time to time provided that overall and total remuneration to be paid to as whole time Director shall not exceed Rs.1 Crore (Rupees One Crores)per annum in any financial year which is in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 due to inadequacy of profits within a period of 3 years from the date of his appointment i.e. Effective 10thDecember 2024 to 09th December 2027.
9.	Perquisites and Allowances in addition to the salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
10.	Retirement benefits	A. Gratuity payable shall be in accordance with the rules of Companies Act and Gratuity Rules. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encash able of Leave at this end of the tenure, will not be included in the computation of the ceiling on perquisites.
11.	Other benefits	A) The Director shall be entitled to reimbursement of expenses like travelling, boarding and lodging and communication expenses actually and properly incurred during the course of doing legitimate business of the company. B) The Wholetime Director shall be entitled to performance linked bonus as may be decided by the board of directors or Nomination remuneration committee from year to year based on achievement and his contribution towards profitability and overall growth in the revenue to the company as the Board of directors deem fit which will be over and above the remuneration of Rs 4,50,000/-per month, but provided that total remuneration including the performance linked bonus paid in any financial year shall not exceed the total and overall limit of Rs 1 Crore (Rupees One Crores)per annum.
12.	Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the maximum limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. which is approved by the members of the company.

	Overall and total remuneration to be paid to as whole time Director shall not exceed Rs.1 Crore (Rupees One Crores) per annum in any financial year which is in excess of the maximum permissible remuneration as specified in Item A of Section II of Part II of the Schedule V of the Companies Act, 2013 due to inadequacy of profits within a period of 3 years from the date of his appointment i.e. effective from 10th December 2024 to 09th December 2027.
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V. Disclosures with regards to appointment of Directors as per Secretarial Standard on General Meetings" (SS-2) as under

Particulars	Comments
DIN No.	00248850
Date of Birth	01/05/1957
Date of Appointment on current position	10 th December, 2019
Qualification	Industrial Training completed from Industrial Training Institute, Nashik
Expertise in specific functional areas	Mr. Suresh Gunwant Fegde is Whole Time Director and Promoter of our Company. He has been on the Board since incorporation of the Company. He completed his Industrial Training Course from Industrial Training Institute, Nashik in the trade of fitter in 1978. He has a work experience of around 41 years of which 23 years of experience is particularly in Auto components stamping industry. He is instrumental in guiding the team for tool design and development of sheet metal components, technical development, project monitoring and review. He currently oversees and controls the overall production and marketing function of our Company.
List of other Companies in which directorship is held as on date	NA
Chairman/Member of Committee of other Company	NA
Shareholding in the company	3396491 number of equity shares (24.81 % of paid-up share capital of the Company)
No of meetings attended during the Financial year	5 Board Meetings
Relationship with other directors and key managerial personnel	Mr. Jayant Suresh Fegde, Non-Executive director is son of Mr. Suresh Gunwant Fegde.
Terms and conditions of appointment	As per Point III.

Except Mr. Suresh Gunwant Fegde, being Wholetime Director of the Company and Mr. Jayant Suresh Fegde, Non-Executive Director of the Company being son of Mr. Mr. Suresh Gunwant Fegde, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 to the notice for approval of Members.

ITEM NO 7 - TO APPROVE RE- APPOINTMENT OF MR. SUNILKUMARSATYANARAIN DAYAMA AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to the Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sunilkumar Satyanarain Dayama who was appointed as Independent Non-Executive Director of the Company on 10th December 2019 whose term of office will expire on 09TH December 2024. On the basis of recommendation of nomination and remuneration committee, the Board of Directors has passed resolution subject to approval of members of the company for re-appointment of Mr. Sunilkumar Satyanarain Dayama as an Independent Director of the Company for further term of 5 years on expiry of present term with effect from 10th December 2024 to 09th December 2029 on the terms and conditions as set out in his appointment letter. Copy of the draft letter for appointment of Mr. Sunilkumar Satyanarain Dayama as an Independent Director setting out the terms and conditions that are available for inspection by members at the Registered Office of the Company.

The Company has received declaration from Mr. Sunilkumar Satyanarain Dayama as that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint as Mr. Sunilkumar Satyanarain Dayama an Independent Director under Section 149 of the Act, to hold office for 5 (Five) consecutive years with effect from 10th December 2024 to 09th December 2029,.

In the opinion of the Board, Mr. Sunilkumar Satyanarain Dayama fulfills the conditions for appointment as an Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as Mr. Sunilkumar Satyanarain Dayama is independent of the management.

Brief profile of Mr. Sunilkumar Satyanarain Dayama is enclosed and this Statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BRIEF PROFILE OF Dr. Sanjay Ramchandra Bhargave, (DIN:02235602):

Dr. Sanjay Ramchandra Bhargave is a Fellow Member of the Institute of Cost Accountants of India having wide experience of more than 40 years in Cost Management, Cost Audit, Cost Reduction,

Indirect Taxation, Strategic Management, Budgeting, Materials Management, O&M, and implementing advanced management techniques.

He has worked in senior positions in professionally managed companies. He is a practicing Cost Accountant with a specialization in Indirect Taxes and Cost Reduction Techniques.

Considering the eligibility and experience of Dr. Sanjay Ramchandra Bhargave and the recommendation given by the Nomination and Remuneration Committee for the regularisation of Dr.Sanjay Ramchandra Bhargave as the Independent Director of the Company, the Board of Directors recommend his appointment as an Independent Director not liable to retire by rotation by passing Special Resolution.

None of the directors, KMPs, (except Mr. Sunilkumar Satyanarain Dayamathe extent of his appointment as Independent Director) or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 7.

The Board recommends the Special Resolution set out at Item No. 7 to the notice for approval of Members.

Annexure-I

Disclosure pursuant to Regulation 36 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

Particulars	Mr. Jayant Suresh Fegde	Dr. Sanjay Ramchandra Bhargave	Mr. Sunilkumar Satyanarain Dayama	Suresh Gunwant Fegde	Mr. Mukund Narayan Kulkarni
DIN	07193063	02235602	08492339	00248850	00248797
Age	39 Years	68 Years	68 years	67 Years	64 Years
Qualification	Masters in Tool engineering from NTTF Bangalore	Cost and Management Accountant, Bachelor of Commerce, Diploma in taxation law and PH.D. (Tax Planning as a Tool for Cost Reduction with a Special Emphasis on Central Excise	Bachelor of Engineering in Production Branch from Bombay University in 1979and Master of Management from Indian Institute of Technology (IIT) Bombay	Industrial Training completed from Industrial Training Institute, Nashik	Diploma in Mechanical Engineering from Maharashtra State Board of Technical Education

		and Service Tax)	in 2002.		
Brief Profile	Mr. Jayant Suresh Fegde aged 39 years, He has Completed Masters in Tool engineering from NTTF Bangalore and has vast experience in tool designing, tool room, developing and controlling engineering systems in various automotive companies for 12 years. He head SM auto stamping Design & Development function.	Dr. Sanjay Ramchandra Bhargave is a Fellow Member of the Institute of Cost Accountants of India having wide experience of more than 40 years in Cost Management, Cost Audit, Cost Reduction, Indirect Taxation, Strategic Management, Budgeting, Materials Management, O&M, and implementing advanced management techniques. He has worked at senior position in professionally managed companies. He is a practicing Cost Accountant with specialization in Indirect Taxes and Cost Reduction Techniques.	Mr. Sunilkumar Satyanarain Dayama is a graduate in Bachelor of Engineering [BE] (Production Engineering) from VJTI college in 1978 . He has also done its Post graduate from IIT Powai, Mumbai in “Master of Management” in 2002. He has more than 40 years of experience in auto component industry.	Mr. Suresh Gunwant Fegde is Whole Time Director and Promoter of our Company. He has been on the Board since incorporation of the Company. He has completed his Industrial Training Course from Industrial Training Institute, Nashik in the trade of fitter in 1978. He has a work experience of around 40 years of which 22 years of experience is particularly in Auto components stamping industry. He is instrumental in guiding the team for tool design and development of sheet metal components, technical development, project monitoring and review. He currently oversees and controls the overall production and marketing function of our Company.	Mr. Mukund Narayan Kulkarni aged 64 years, is a Diploma in Mechanical Engineering from Maharashtra State Board of Technical Education and has a rich experience of 40 years in Automotive & Engineering Industry. Mr. Mukund Narayan Kulkarni is the founder director of the Company and looking after the operations and finance related matters of the Company and execution of overseas project.
Other Directorsh	NA	Genious Management	NA	NA	SM Autovision

ip		Cosultancy and Services Private Limited Genius Tax Management Private Limited			Private Limited
Terms and conditions of appointment/reappointment	Mr. Jayant Suresh Fegde shall work as the Non-Executive Director of the Company on mutually agreed terms and conditions.	Dr. Sanjay Ramchandra Bhargave shall work as an Independent Director of the Company on mutually agreed terms and conditions.	Mr. Sunilkumar Satyanarain Dayama shall work as an Independent Director of the Company on mutually agreed terms and conditions.	Mr. Suresh Gunwant Fegde shall work as the Wholetime Director of the Company on mutually agreed terms and conditions.	Mr. Mukund Narayan Kulkarni shall work as the Chairman and Director of the Company on mutually agreed terms and conditions.
Experience	12+ years	40+ Years	40+ Years	40+ years	40+ years
Remuneration	Sitting Fees paid for attending board and committee meetings	Sitting Fees paid for attending board and committee meetings	Sitting Fees paid for attending board and committee meetings	Rs 54,00,000/- (During FY 23-24)	Rs 54,00,000/- (During FY 23-24)
Date of first appointment on the Board	22/07/2020	09/03/2023	10/12/2019	14/08/2006	14/08/2006
Shareholding in the Company as on 31 st March, 2024.	100 Shares (0.0007%)	Nil	Nil	3396491 (24.81%)	100 Equity Shares (0.0007%)

Membersh ip/ Chairman ship of Committe es of other Boards as on 31 st March, 2024.	NA	NA	NA	NA	NA
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