

SM AUTO STAMPING LIMITED

CIN: L27109MH2006PLC163789

Regd Off: J-41, MIDC Ambad, Nashik, Maharashtra-422010.

Phone:02536621106. Email: companvsecretary@smautostamping.com Web: www.smautostamping.com.

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 108 AND SECTION 110(1)(a) OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22(1) OF COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014.

Dear Shareholder(s),

Notice (“**Notice**”) is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) and the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (“**Share Capital Rules**”), including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, and other applicable provisions, if any, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated September 28, 2022, issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) and Secretarial Standard – 2 on General Meetings (“**SS - 2**”) issued by the Institute of Company Secretaries of India, and other applicable laws and regulations, if any, that the resolutions appended below as set out in this Notice, the details of which are set out in the Explanatory Statement attached to this Notice, are proposed for the consideration of the Members of the Company, to be passed as a special resolution by way of postal ballot only by voting through electronic means (“**remote e-voting**”).

A detailed explanatory statement pertaining to said resolutions, in accordance with the provisions of Sections 102, 108, 110 and other applicable provisions of the Act and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), setting out all the material facts and the reasons thereof is annexed hereto.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, this notice for postal ballot (“**Postal Ballot Notice**”) is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ the Company’s Registrar and Share Transfer Agent or the National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) (together referred to as “**Depositories**”) / their depository participant. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Company has engaged the services of Bigshare Services Pvt Ltd, for providing e-voting facilities in a secure manner.

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed. in the board of directors meeting held on Monday, 06th November 2023 CS Sanil Ramesh Devghare of M/s. S R Devghare & Co, Practicing Company Secretary bearing Membership No A69192, COP No. 25779 as the scrutinizer (the “**Scrutinizer**”) for conducting the postal ballot process through remote e-voting, in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Companies Act read with Rule 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering remote e-voting facility to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

“General information and instruction relating to e-voting” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically. The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday the 8th November, 2023 and ends at 5:00 p.m. (IST) on Thursday the 7th December, 2023. The E-voting module will be disabled / blocked thereafter for voting by the Members and voting post Thursday the 7th December, 2023 will be strictly considered that no vote has been received from the shareholder.

The Scrutinizer will submit his report to the Chairman, or in his absence to the Company Secretary, upon completion of the scrutiny of the votes cast through remote e-voting, who will countersign the same. The results of the Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting.

The results declared along with the Scrutinizer’s Report(s) will be placed on the Company’s website www.smautostamping.com and communicated to the Stock Exchange where the equity shares of the Company are listed i.e. BSE Limited (“BSE”) at www.bseindia.com, in accordance with the provisions of the Act and the same shall be displayed on the website of Company’s Registrar and Share Transfer Agent (the “RTA”), i.e., Bigshare Services Pvt Ltd at <https://ivote.bigshareonline.com>.

The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date specified for e-voting i.e. Thursday the 7th December, 2023.

The Members are requested to consider and, if thought fit, to pass the following resolutions as special resolution.

RESOLUTIONS:

1. To consider and approve buyback of fully paid-up equity shares of the company

To consider, and if thought fit to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the Board Resolution dated **6th November, 2023**, Article No 25 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70, 110 and all other applicable provisions, if any, of the Companies Act, 2013 (**the “Companies Act”**) read with, rules framed under the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 and other relevant rules made thereunder, each as amended from time to time and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) (including re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (**“SEBI”**), Registrar of Companies, Mumbai (**the “RoC”**), BSE Limited (**“BSE”**), and/ or other authorities, institutions or bodies (together with SEBI and BSE the **“Appropriate Authorities”**), as maybe necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such

approvals, permissions, consents, sanctions and exemptions which may be agreed and by the board of directors of the Company (“**Board**”), which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorise to exercise its powers, including the powers conferred by this resolution), the members of the Company hereby consent and approve the buyback by the Company of its fully paid-up equity shares having a face value of Rs.10/- (Rupees Ten only) each (“**Equity Shares**”), not exceeding 6,00,000 (Six Lakhs) fully paid up Equity Shares (representing 4.20% of the total number of Equity Shares in the total paid-up equity capital of the Company as of 31st March 2023), at a maximum price of up to Rs. 60/-(Rupees Sixty only) per Equity Share payable in cash for an aggregate amount not exceeding Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) excluding tax payable under Income Tax Act, 1961 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on Buyback, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges (“**Transaction Costs**”), which represents 18.40% and 17.05% of the aggregate of the Company’s paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the half year ended as on 30th September, 2023 respectively (which is within the statutory limit of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on the audited standalone and consolidated financial statements of the Company as on 30th September, 2023 as per the provisions of the Companies Act and SEBI Buyback Regulations) from all the shareholders/ beneficial owners of the Equity Shares of the Company (except any shareholders/beneficial owners who may be specifically prohibited under the applicable laws by Appropriate Authorities), including promoters (as defined under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and to be referred as “Promoters”) and members of the promoter group, as on the record date (“**Eligible Shareholders**”) to be subsequently decided by the Board (“**Record Date**”), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the “**Buyback**”).

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company shall buyback Equity Shares from the existing shareholders including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert) who holds equity shares of the Company as on Record Date (“Eligible Shareholders”), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations (“Small Shareholders”), whichever is higher, shall be reserved for the small shareholders in accordance the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange*” pursuant to Tender-Offers under Takeovers, Buy Back and Delisting” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and SEBI circular SEBI/HO/CFD/DCR- II/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force (“SEBI Circulars”) or such other circulars or notifications, as may be applicable and the Company shall approach BSE Limited , as may be required, for facilitating the same.

RESOLVED FURTHER THAT in terms of Regulation 4 of the Buyback Regulations, the proposed Buyback be implemented from the existing shareholders as on record date (“**Record Date**”) in a manner the Board may consider appropriate, out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on

such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit under the applicable laws.

RESOLVED FURTHER THAT the Buyback from non-resident Shareholders, Overseas Corporate Bodies, Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) etc., shall be subject to such approvals, if and to the extent necessary or required including approvals from the RBI under the applicable Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, as amended if any, Income Tax Act, 1961 and rules framed there under, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to any Director(s) / Officer(s) / Authorised Representative(s) / Committee of the Company ("**Buyback Committee**") in order to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of the Buyback including the Record Date, entitlement ratio, the timeframe for completion of Buyback, and the appointment of brokers, solicitors, depository participants, escrow agents, advertising agencies and other advisors /consultants / intermediaries / agencies, as may be required, for the implementation of the Buyback; and to make all necessary applications to the Appropriate Authorities for their approvals including but not limited to approvals as may be required from SEBI, RBI under the Foreign Exchange Management Act, 1999 and the rules, regulations framed there under; and to initiate all necessary actions for preparation, signing, issuing and filing of the public announcement, letter of offer and all other offer documents with respect to the Buyback with the Securities and Exchange Board of India, the stock exchanges and other Appropriate Authorities, if required; and to obtain all necessary certificates and reports from the statutory auditors and other third parties as required under applicable law; and to enter into escrow arrangements and appoint escrow agents as required or desirable in terms of the Buyback Regulations; and to open, operate and close all necessary accounts including escrow account, special payment account, demat escrow account, broker trading account as required or desirable in terms of the Buyback Regulations; and for the extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company; and to provide, finalise, execute and file such other undertakings, agreements, documents and correspondence, in connection with the Buyback with the Appropriate Authorities or third persons from time to time as may be required, desirable or considered expedient for the implementation of the Buyback.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and / or any obligation on the part of Company or the Board to Buyback any Shares and / or impair any power of the Company or the Board to terminate any process in relation to the Buyback, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any

further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.”

By Order of the Board
For **SM Auto Stamping Limited**

Sd/-
Pawan Mahajan
(Company Secretary and Compliance Officer)

Date: 6th November, 2023
Place: Nashik

Registered Office:
J-41, MIDC Ambad, Nashik, Maharashtra, India, 422010 CIN – L27109MH2006PLC163789
Telephone: +91-7987609117,
Email: companysecretary@smautostamping.com Website: <https://www.smautostamping.com/>

NOTES:

1. The Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act and Regulation 5(iv) read with Schedule I to the SEBI Buyback Regulations in respect of proposed special resolutions to be passed through postal ballot (via remote E-voting) is annexed hereto, for your consideration.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on Friday the 03rd November 2023 as received from the Depositories. The MCA vide the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only. In compliance with the provisions of Sections 108 and 110 of the Act and Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically through remote e-voting facility provided by . The instructions for remote e-voting are provided hereinafter.
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Bigshare Services Private Limited for facilitating e-voting to enable the Members to cast their votes electronically.
4. The Notice is also available on the website of the Company at www.smautostamping.com and on the website of stock exchange i.e. BSE Limited at www.bseindia.com and on the website of the Bigshare Services Pvt Ltd at <https://ivote.bigshareonline.com>
5. Voting Rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on 3rd November, 2023, i.e. “**Cut-Off date**”. Only

those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.

6. The remote e-voting period commences from 9:00 a.m. (IST) on Wednesday the 8th November, 2023 and ends at 5:00 p.m. (IST) on Thursday the 7th December, 2023. The E-voting module will be disabled / blocked thereafter for voting by the Members. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
7. The dispatch of the Postal Ballot Notice along with the Explanatory Statement shall be published at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district and published on the website of the Company.
8. All the material documents referred to in the Explanatory Statement such as the Articles of Association of the Company, relevant resolution passed by the Board for the Buyback, the report of the Statutory Auditors of the Company dated 06th November 2023 and the audited standalone and consolidated financial statements of the Company for the half year ended as on 30th September, 2023 respectively are available for inspection by the members of the Company at the registered office on any working day between 9:00 a.m. and 01:00 p.m. up to the last date of conduct of remote e-voting specified in the accompanying Notice.
9. The Scrutinizer will submit their report to the Chairman or any other Director or Authorised Person after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e. on or before 9th December 2023.
10. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
11. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the Equity Shares of the Company are listed. The resolution shall be deemed to have been passed on Thursday the 7th December, 2023 being the last date specified by the Company for e-voting.
12. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to E-Voting at companysecretary@smautostamping.com
13. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

GENERAL INFORMATION AND E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on 08th November 2023 at 9 a.m. and ends on 7th December 2023 at 5.00 p.m during this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (3rd November 2023) may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 BIGSHARE the e-Voting service provider and

	<p>you will be re-directed to i-Vote website 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 i.e.BIGSHARE, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Votewebsite for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ 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 authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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</p>

their Depository Participants	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
---	---

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigsharei-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE
COMPANIES ACT, 2013**

To consider and approve buyback of fully paid-up equity shares of the Company.

Pursuant to the provisions of the Companies Act, 2013, as amended, (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014, as amended (the "Share Capital Rules"), the Companies (Management and Administration) Rules 2014 (the "Management and Administration Rules"), as amended, to the extent applicable, Article 25 of the Articles of Association of the Company and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the "SEBI Buyback Regulations"), this Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution for the Buyback of the Equity Shares.

The Board of Directors of the Company, at its board meeting held on Monday, 6th November, 2023 have, subject to the approval of the Members of the Company by way of special resolution and subject to such approvals of regulatory and/or statutory authorities and/or lenders as may be required under applicable laws, approved buyback of not exceeding 6,00,000 fully paid-up Equity Shares of face value of Rs. 10/- each ("**Equity Shares**"), on a proportionate basis, through the tender offer method through Stock Exchange mechanism in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, ("**Buyback Regulations**"), as amended from time to time and the SEBI Circulars (as defined below), at a price of Rs. 60/- (Rupees Sixty only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) ("**Buyback Size**") excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any other regulatory and/or statutory authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges, Buyback Size, which represents 18.40% and 17.05% of the aggregate of the Company's paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the half year ended as on 30th September, 2023 respectively available as on the date of the board meeting recommending the proposal for the Buyback excluding transaction costs, applicable taxes and other incidental and related expenses ("**Buyback**").

Since the Buyback constitutes more than 10% of the total paid-up equity share capital, securities premium account and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buyback, by way of a special resolution. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Rules, the consent of the shareholders of the Company to the Buyback can be obtained by means of postal ballot. Pursuant to the aforementioned MCA Circulars the Company is seeking your consent for the aforesaid proposal as contained in the resolution appended to this Postal Ballot Notice through postal ballot by remote e-voting process ("e-voting"). Accordingly, the Company is seeking your consent by means of postal ballot for the afore said proposal as contained in the resolution provided in this postal ballot notice.

Certain figures contained in this postal ballot notice have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points.

Requisite details relating to the Buyback are given below:

a. Necessity for the Buyback

The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner. The Buyback is being undertaken, inter-alia, for the following reasons:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares, thereby, enhancing the overall return to shareholders;
- (ii) (The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as "small shareholder" as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- (iii) The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders' value; and
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

b. Maximum number of securities that the Company proposes to Buyback and the class of shares proposed to be bought back

The Company proposes to Buyback of not exceeding 6,00,000 Equity Shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

c. Buyback Price and basis of determining the price of the Buyback

The Equity Shares of the Company are proposed to be bought back at a maximum price of up to Rs. 60/- (Rupees Sixty only) per share ("Buyback Offer Price"). The Buy-back Offer Price has been arrived at after considering various factors including but not limited to (i) the share price benchmarks on the BSE, the only stock exchange where the volume of trading in the Equity Shares of the Company is recorded, (ii) the net worth of the Company, and (iii) Earnings Per Equity Share (iv) the closing market price of the Equity Shares on the Stock Exchange where the Equity Shares are listed as on the date of intimation of the Board Meeting for considering Buy-back (v) Book Value (vi) the closing market price of the Equity Shares on the Stock Exchange where the Equity Shares are listed as on the date of the Board Meeting for considering Buy-back. The specific buyback price shall be fixed by the Board/Buyback Committee. Further, in accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the maximum Buyback Offer Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

d. Maximum amount required for Buyback, its percentage of the total paid-up capital and free reserves and sources of funds from which Buyback would be financed

(i) The maximum amount required for Buyback will not exceed Rs. 3,60,0000/- (Rupees Three Crore Sixty Lakhs only) excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any other regulatory and/or statutory authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges. The said amount works out to 18.40% and 17.05% of the aggregate of the Company's paid-up capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the Half year ended as on 30th September, 2023 respectively, which is within the prescribed limit of 25%.

(ii) Sources of funds:

The funds for the implementation of the proposed Buyback will be sourced out of the mainly securities premium account and free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act. The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent audited standalone and consolidated financial statements of the Company. The funds borrowed, if any, from banks and financial institutions will not be used for the purpose of the Buyback.

e. Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis, through the tender offer route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI Circular CFD/DCR2/CIR/ P/2016/131 dated December 9, 2016 and the SEBI Circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments or statutory modifications for the time being in force ("**SEBI Circulars**"). The Buyback will be implemented in accordance with the Companies Act read with the rules framed there under, to the extent applicable, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date ("**Record Date**") for determining the Members who will be eligible to participate in the Buyback ("**Eligible Shareholder(s)**"). Consequent to approval of the Buyback, Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- i. Reserved category for small shareholders; and
- ii. General category for all other shareholders.

As defined in Regulation 2(i)(n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, based on closing price of shares

on Stock Exchanges having highest trading volume as on the Record Date, of not more than Rs. 2,00,000/- (Rupees Two Lakhs only).

In accordance with Regulation 6 of the Buyback Regulations, 15% (Fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs ("**Buyback Entitlement**").

In accordance with Regulation 9(ix) of the Buyback Regulations, to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In the case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In the case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in the case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholder(s) holding Equity Shares can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholder(s) holding Equity Shares may also accept a part of their entitlement. Eligible Shareholder(s) holding Equity Shares also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholder(s) holding Equity Shares as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circulars.

The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the FEMA and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the FEMA and rules and regulations framed thereunder, if any.

All equity shareholders of the Company as on Record Date will be eligible to participate in the Buyback, including holders of Global Depositary Shares (“GDSs”) of the Company, who cancel any of their GDSs and withdraw the underlying Equity Shares prior to the Record Date, such that they become equity shareholders of the Company as on the Record Date.

Income arising to the shareholders under the Buyback is exempt from income tax in India. However, the participation in the Buyback by non-resident shareholders may be taxable in their country of residence according to tax laws of their respective countries. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the letter of offer to be sent to the Eligible Shareholder(s).

f. Time limit for completing the Buyback

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within 1 (one) year from the date of passing of special resolution by the Members as contemplated in this postal ballot notice.

g. Compliance with Section 68(2)(c) of the Companies Act and Regulation 4(i) of the Buyback Regulations

The aggregate paid-up share capital and free reserves as on 30th September, 2023 is Rs. 19,57,02,451/- and Rs. 21,10,88,856/- as per the audited standalone and consolidated financial statements of the Company for the half year ended 30th September, 2023 respectively. Under the provisions of the Companies Act and the Buyback regulations, the funds deployed for the Buyback cannot exceed 25% of the aggregate fully paid-up share capital and free reserves of the company as per the audited standalone and consolidated financial statements of the Company for half year ended 30th September, 2023 whichever is lower i.e. Rs. 4,89,25,613/-. The maximum amount proposed to be utilized for the Buyback, is not exceeding Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) and is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the audited standalone and consolidated financial statements of the Company for the half year ended 30th September, 2023. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buyback up to 4.20% Equity Shares, the same is within the aforesaid 25% limit.

h. Details of holding and transactions in the shares of the Company

- i. The aggregate shareholding of the Promoters and Promoter Group and persons who are in control as on the Board Meeting Date and as on the date of this Notice are as follows:

Sr. No	Name of the Promoter/Promoter Group	Designation	Number of Equity Shares held	% of Shareholding
1.	Alka Mukund Kulkarni	Non-Executive Director	68,95,352	48.26
2.	Suresh Gunwant Fegde	Whole Time Director	35,52,164	24.86
3.	Ajinkya Mukund Kulkarni	Directors-Relatives	100	Negligible
4.	Jayant Suresh Fegde	Non-Executive Director	100	Negligible
5.	Mukund Narayan Kulkarni	Managing Director	100	Negligible
6.	Reshma Jayant Fegde	Directors-Relatives	8	Negligible
7.	Aditya Mukund Kulkarni	Directors-Relatives	8	Negligible
Total Shares			1,04,47,832	73.12

ii. The aggregate shareholding of the Directors of Promoter as on the Board Meeting Date i.e., 6th November, 2023 and as on the date of this Notice, :**Not Applicable**

iii. The aggregate shareholding of the Directors and Key Managerial Personnel of the Company as on the Board Meeting Date i.e., 6th November, 2023 and as on the date of this Notice, are as follows:

Sr. No	Name of the Director/KMP	Designation	Number of Equity Shares held	% of Shareholding
1.	Alka Mukund Kulkarni	Non-Executive Director	68,95,352	48.26
2.	Suresh Gunwant Fegde	Whole Time Director	35,52,164	24.86
4.	Jayant Suresh Fegde	Non-Executive Director	100	Negligible
5.	Mukund Narayan Kulkarni	Managing Director	100	Negligible
6.	Pawan Mahajan	Company Secretary	0	0.00
7.	Suresh Jagdale	CFO	0	0.00
Total Shares			1,04,47,716	73.12

iv. No Equity Shares were purchased or sold (either through the stock exchanges or off market transaction) by Promoter and Promoter Group, Directors of the Promoter company and persons who are in control of the Company during a period of six months preceding the date of the Board Meeting at which the Buyback was approved till the date of this Notice: **Not Applicable.**

v. The maximum and minimum price at which purchases and sales referred point (iv) above were made along with the relevant dates: **Not Applicable.**

i. Intention of the Promoters and persons in control of the Company to tender shares or other specified securities for buyback indicating the number of shares or other specified securities, details of acquisition with dates and price

In terms of provisions of the Buyback Regulations, under the tender offer route, the Promoter and members of the Promoter Group have an option to participate in the Buyback. In this regard, the Promoters have expressed their intention to participate in the Buyback vide their letters dated 3rd November, 2023 and may tender up to (i) an aggregate maximum of 600,000 Equity Shares; or (ii) such lower number of Equity Shares in accordance with the provisions of the SEBI Buyback Regulations.

Please see below the maximum number of Equity Shares intended to be tendered by each of the Promoter:

Sr. No	Name of the Promoter / Promoter Group	Maximum Number of Equity Shares intended to be offered in the Buyback
1.	Alka Mukund Kulkarni	4,00,000
2.	Suresh Gunwant Fegde	2,00,000
Total Shares		6,00,000

The Buyback will not result in any benefit to Promoter and Promoter Group or any Directors of the Company except to the extent of the cash consideration received by them from the Company pursuant to their respective participation in the Buyback in their capacity as equity shareholders of the Company, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to reduction in the equity share capital of the Company post Buyback.

Since the entire shareholding of the Promoter and members of the Promoter Group who intend to participate in the Buyback is in demat mode, the details of the date and price of acquisition/sale of the Equity Shares by the Promoters who intend to participate in the Buyback is set out below:

A. Name of Promoter

Sr. No	Date of Transaction	No. of Equity Shares Acquired / Sold	Nominal Value (INR)	Transaction Value (INR)	Nature of Transaction	Cumulative No. of Shares
(Name of the Promoter) - Mrs. Alka Mukund Kulkarni						
1.	March 25, 2014	50,000	10/-	10/-	Preferential Allotment	50,000
2.	October 27, 2014	(1)	10/-	10/-	Transfer	49999
3.	June 08, 2015	8,11,942	10/-	10/-	Acquisition of share by way of Transfer of shares	8,61,941
4.	September 01, 2015	(1)	10/-	10/-	Transfer	8,61,940

5.	June 21, 2016	(1)	10/-	10/-	Transfer	8,61,939
6.	November 12, 2018	(1)	10/-	10/-	Transfer	8,61,938
7.	August 29, 2019	4	10/-	10/-	Acquisition of share by way of Transfer of shares	8,61,942
8.	September 19, 2019	60,33,594	10/-	Nil	Bonus in the ratio of 7:1 i.e. 7 Equity Share for every 1 Equity Share held	68,95,536
9.	October 10, 2019	16	10/-	10/-	Acquisition of share by way of Transfer of shares	68,95,552
10.	November 15, 2019	(200)	10/-	10/-	Acquisition of share by way of Transfer of shares	68,95,352
Cumulative Shareholding						68,95,352

Sr. No	Date of Transaction	No. of Equity Shares Acquired / Sold	Nominal Value (INR)	Transaction Value (INR)	Nature of Transaction	Cumulative No. of Shares
(Name of the Promoter) - Mr.Suresh Gunwant Fegde						
1.	August 14, 2006	3,400	10/-	10/	Subscriber to MOA	3,400
2.	March 29, 2009	4,40,633	10/-	10/	Business Takeover	4,44,033
3.	November 21, 2012	(2)	10/-	10/	Transfer	4,44,031
4.	October 10, 2013	(2)	10/-	10/	Transfer	4,44,029
5.	June 08, 2015	3	10/-	10/	Acquisition of share by way of Transfer of shares	4,44,032
6.	June 23, 2015	(1)	10/-	10/	Transfer	4,44,031
7.	April 05, 2016	(2)	10/-	10/	Transfer	4,44,029
8.	August 29, 2019	2	10/-	10/	Acquisition of share by way of Transfer of shares	4,44,031
9.	September 19,	31,08,217	10/-	Nil	Bonus in the	35,52,248

	2019				ratio of 7:1 i.e. 7 Equity Share for every 1 Equity Share held	
10.	October 10, 2019	16	10/-	10/	Acquisition of share by way of Transfer of shares	35,52,264
11.	November 15, 2019	(100)	10/-	10/	Transfer	35,52,164
					Cumulative Shareholding	35,52,164

j. Confirmations from Company as per the provisions of Buyback Regulations and Act

1. all Equity Shares of the Company are fully paid up;
2. the Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus issue till the expiry of the buyback period from the date of this resolution including by way of bonus issue till the expiry of the buyback period i.e. from the date of declaration of results of the Postal Ballot Resolution till the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations (“Buyback Period”);
3. the Company, as per the provisions of Section 68(8) of the Companies Act, shall not make any further issue of the same kind of Equity Shares or other securities including allotment of new equity shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
4. unless otherwise as may be specifically permitted under any relaxation circular issued by SEBI, as per Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the buyback period i.e. the date on which the payment of consideration to shareholders who have accepted the buyback offer is made except in discharge of subsisting obligations;
5. the Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
6. the aggregate amount of the Buyback i.e. up to Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakhs only) does not exceed 25% of the total paid-up capital, securities premium account and free reserves of the Company as per the audited standalone and consolidated financial statements of the Company for the half year ended 30th September, 2023.
7. the number of Equity Shares proposed to be purchased under the Buyback i.e. 6,00,000 (Six Lakhs) Equity Shares does not exceed 25% of the total number of Equity shares in the total paid-up equity capital of the Company as on Financial Year ended 31st March , 2023.

8. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act (“**Scheme**”) involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
9. the Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the buyback period;
10. the Company shall not withdraw the Buyback offer after the letter of offer is filed with the SEBI or the public announcement of the offer of the Buyback is made;
11. the Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
12. the Company shall not utilize any borrowed funds, whether secured or unsecured, of any form or nature, from banks or financial institutions for the purpose of buying back its Equity Shares tendered in the Buyback;
13. the Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
14. The Company shall earmark and make arrangements for adequate sources of funds for the purpose of the Buyback in accordance with the Buyback Regulations;
15. the company is in compliance with the provisions of Section 92, 123, 127 and 129 of the Companies Act;
16. the Company will ensure consequent reduction of its share capital post Buyback and the Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the Buyback Regulations and the Companies Act within the specified timelines;
17. there are no defaults (either in past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be;
18. the Company will not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
19. the consideration for the Buyback shall be paid by the Company only in cash;
20. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall be less than or equal to 2:1 of its paid-up capital and free reserves based on the audited standalone and consolidated financial statements of the Company as on half year ended 30th September, 2023 respectively, as prescribed under the Companies Act and the SEBI Buyback Regulations;
21. the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited standalone and consolidated

financial statements of the Company for the half year ended 30th September, 2023;

22. the Buyback shall not result in delisting of the Equity Shares or other specified securities from BSE Limited (“**Stock Exchange**”).
23. the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended;
24. as per Regulation 24(i)(e) of the SEBI Buyback Regulations, the promoters and members of promoter group, and their associates shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of promoter group) from the date of this resolution till the closing of the Buyback offer;
25. The Buyback will not be in contravention of Regulation 4(vii) of Buyback Regulations, i.e. the Company has not made the offer of Buyback within a period of one year reckoned from the date of expiry of buyback period of the preceding offer of buyback; and
26. The Company shall not undertake the Buyback unless it has obtained the prior consent of its lenders in case of breach of any covenant with such lenders. The Company confirms that the covenants with lenders are not being breached pursuant to the Buyback;

k. Confirmation from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

1. Immediately following the date of board meeting, being 6th November, 2023 ("Board Resolution") and the date on which the result of the shareholders' resolution passed by way of postal ballot will be declared ("Shareholder Resolution") approving the proposed Buyback offer will be announced, there will be no grounds on which the Company could be found unable to pay its debts;
2. As regards the Company's prospects for the year immediately following date of the Board Resolution as well as the date of the Shareholder Resolution, having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view be, available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 (one) year from the date of this resolution or the Shareholder Resolution;
3. That in forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Act or Insolvency and Bankruptcy Code, 2016 (to the extent notified).

l. Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency

The text of the Report dated 06th November, 2023, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is enclosed herewith:

INDEPENDENT AUDITOR'S REPORT ON THE PROPOSED BUY BACK OF EQUITY SHARES PURSUANT TO THE REQUIREMENTS OF SECTION 68 AND SECTION 70 OF THE COMPANIES ACT, 2013 AND CLAUSE (XI) OF SCHEDULE I OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018 AS AMENDED

To,
Board of Directors,
SM Auto Stamping Limited
J-41, MIDC Ambad, Nashik,
Maharashtra- 422010

Dear Sir/ Madam,

Re: Statutory Auditor's Report in respect of proposed buyback of equity shares by SM Auto Stamping Limited (the "Company") pursuant to the requirements of the Companies Act, 2013 ("the Act") and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("the Buyback Regulations")

1. This Report is issued in accordance with the terms of our engagement letter dated Friday 3rd November 2023 with SM Auto Stamping Limited ("the Company").
2. The Board of Directors of the Company have approved a proposal for buyback of Equity Shares by the Company at its Meeting held on Monday the 06th November 2023, in pursuance of the provisions of Sections 68, 69 and 70 of the Act and the Buyback Regulations.
3. We have been requested by the Management of the Company to provide a report on the accompanying "Statement of Permissible Capital Payment as on September 30, 2023" ('Annexure A') (hereinafter referred to as the "Statement"). This Statement has been prepared by the Management, which we have initiated for the purposes of identification only.

Management's Responsibility

4. The preparation of the Statement in compliance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations and the compliance with the Buyback Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion that the Company will be able to pay its debts from the date of board meeting approving the Buyback of its equity shares i.e. Monday the 06th November 2023 (hereinafter referred as the "date of the Board meeting") and will not be rendered insolvent within a period of one year from the date of board meeting at which the proposal for buyback was approved by the Board of Directors of the Company and informing the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. As the Buyback Regulations and the Act do not define the term "insolvent", the Company has applied the guidance provided in paragraph 10 of AS 1, Disclosure of Accounting Policies, which relate to the assessment of the Company's ability to continue as a going concern for a period of one year from Monday the 06th November 2023.

6. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act.

Auditor's Responsibility:

7. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that:
 - (i) we have inquired into the state of affairs of the Company in relation to the half yearly audited financial statements as at September 30, 2023;
 - (ii) the amount of permissible capital payment as stated in Annexure A, has been properly determined considering the half yearly audited financial statements as at September 30, 2023 in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and
 - (iii) the Board of Directors of the Company, in their Meeting held on Monday the 06th November 2023 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date with regard to the proposed buyback are declared.
8. The half yearly audited financial statements referred to in paragraph 7 above, have been audited by us, on which we have issued an unmodified audit opinion in our report dated 06th November 2023. We conducted our audit of the half yearly financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('the ICAI'). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.
9. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. We accordingly performed the following procedures:
 - (i) Examined that the amount of permissible capital payment for the buy back as detailed in Annexure A is in accordance with the Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and
 - (ii) Inquired into the state of affairs of the Company with reference to the audited financial statements as at September 30, 2023;
 - (iii) Traced the amounts of paid-up equity share capital, retained earnings and general reserves as mentioned in Annexure A from the audited financial statements as at September 30, 2023;
 - (iv) Verified the arithmetical accuracy of the amounts mentioned in **Annexure A**;
 - (v) Examined authorization for buy back from the Articles of Association of the Company, approved by Board of Directors in its meeting held on Monday the 06th November 2023.
 - (vi) Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on the audited financial statements of the Company as on September 30, 2023;
 - (vii) Examined that all shares for buy-back are fully paid-up;
 - (viii) Examined Director's declarations for the purpose of buy back and solvency of the Company; and
 - (ix) Inquired if the Board of Directors, in its meeting held on Monday the 06th November 2023, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
 - (x) Obtained necessary representations from the management of the Company;

10. We conducted our examination of the Statement in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016), issued by the Institute of Chartered Accountants of India (the "Guidance Note") and Standards on Auditing specified under Section 143(10) of the Act, in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI. Further our examination did not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid Buyback.
12. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Opinion

13. Based on inquiries conducted and our examination as above, we report that:
 - i. We have inquired into the state of affairs of the Company in relation to its half yearly audited financial statements as at and for the year ended September 30, 2023, which have been approved by the Board of Directors of the Company on Monday the 06th November 2023..
 - ii. The amount of permissible capital payment towards the proposed buyback of equity shares as computed in the Statement attached herewith, as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of Buyback Regulation. The amounts of share capital and free reserves used in the computation of permissible capital payment have been accurately extracted from the audited financial statements of the Company as at and for the half year ended September 30, 2023.
 - iii. The Board of Directors of the Company, at their meeting held on Monday the 06th November 2023 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company having regard to its state of affairs, will not be rendered insolvent (as defined in management responsibility above) within a period of one year from the aforesaid date i.e. Monday the 06th November 2023
14. Based on the representations made by the management, and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

Restriction on use

15. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company as mentioned in paragraph 5 above, (ii) to enable the Board of Directors of the Company to include in the public announcement and other documents pertaining to buyback to be filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, and any other regulatory authority as per applicable law; and (b) the Central Depository Services (India) Limited, National Securities Depository Limited; and (c) can be shared with the Merchant Bankers in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act

and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.R. RAHALKAR & ASSOCIATES
 CHARTERED ACCOUNTANTS
 Firm Registration No.108283W

Sd/-
 S.R. Rahalkar
 Partner
 Membership Number - 014509
 UDIN: 23014509BGUQTR7305

Place: Nashik
 Date: 06th November 2023

Annexure A - Statement of Permissible Capital Payment

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68(2)(c) of the Companies Act, 2013 ("the Act") and Regulation 4(i) of Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, based on half yearly audited financial statements as at and for the year ended September 30, 2023.

INR in Lakhs

Particulars		Amount
(A)	Paid up Equity Share Capital as on 30thSeptember,2023. (14287832 fully paid up Equity Shares of INR 10/- each)	1428.78
(B)	Free reserves*	
	Security premium	243.80
	Reserves	112.07
	Surplus	172.37
	Total Free Reserves	528.24
	Total of Paid-up Equity Share Capital and Free Reserves (A+B)	1957.02
	Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the Total of the Paid up Equity Share Capital and Free Reserves)	489.26
	Amount approved by the board of directors subject to approval of shareholders for the buyback in the meeting held on Monday 6 th November 2023	360.00

** Free Reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013 as Amended.*

For S.R. RAHALKAR & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No.108283W

Sd/-
S.R. Rahalkar
Partner
Membership Number – 14509
UDIN :23014509BGUQTR7305

For and on behalf of Board of Directors of
**SM Auto Stamping Limited (Formerly known as S M
Auto Stamping Private Limited)**

Sd/-
Pawan Mahajan
Company Secretary
Membership Number - 65674

Date:06/11/2023
Place: Nashik

Unquote

None of the Directors of Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the company of which they are members.

By Order of the Board
For **SM Auto Stamping Limited**

Sd/-
Pawan Mahajan
(Company Secretary and Compliance Officer)

Date: 6th November, 2023
Place: Nashik

Registered Office:
J-41, MIDC Ambad, Nashik, Maharashtra, India, 422010CIN – L27109MH2006PLC163789
Telephone/Mob : +91-7987609117
Email: companysecretary@smautostamping.com Website: <https://www.smautostamping.com/>