

NOTICE

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the Members of **SHRIRAM AUTOMALL INDIA LIMITED** ('the Company') will be held on Friday, November 20, 2020 at 2.00 P.M. at Wockhardt Towers, Level- 3, West Wing, C-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 to transact the following business:

SPECIAL BUSINESS

1. To make investment / extending loans / provide guarantee in bodies corporate exceeding the aggregate limits provided under section 186 of the Companies Act, 2013 upto Rs. 150 Crores

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed at the 11th Annual General Meeting held on August 10, 2020 and pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Power) Rules, 2014, Section 179 of the Act and all other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force), and such other approvals as may be required in that behalf, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include Business Development Committee or any other Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141,
Tel.: +91.11.41414444 | Fax : +91.11.42414444 | Email : contact@samil.in | Website : www.samil.in

Registered Office : Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.48524666 | Fax : +91.44.48525666
Corporate Identity Number (CIN) – U50100TN2010PLC074572

free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Act.

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

RESOLVED FURTHER THAT the Board of Director (Business Development Committee or any Committee thereof), be and is hereby authorised to negotiate the terms and conditions, rate of interest and tenure of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

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

**By Order of the Board of Directors
For SHRIRAM AUTOMALL INDIA LIMITED**



**Nitin Lokhande
Company Secretary**

Date: October 26, 2020

Place: Mumbai

Registered Office:

Sri Tower, 14A, South Phase, Industrial Estate,
Guindy, Chennai, Tamil Nadu – 600 032

Shriram Automall India Limited (SAMIL)

NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 ('the Act'), in respect Special Business of Item no. 1 is annexed hereto and forms a part of this Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING. The proxy holder shall prove his identity at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a scanned copy of certified copy of the Board resolution, authorizing their representative to attend and vote on their behalf at the meeting. The said Resolution/Authorization shall be sent by email through its registered email address to nitin.l@samil.in.
4. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Chennai, Tamil Nadu - 600 004:
 - i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
 - ii) Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

In accordance with the MCA Circulars, the Statutory Registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any Member during the continuance of this Extra-Ordinary General Meeting ('EOGM').

5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office / place of the meeting of the Company during business hours, except on holidays, up to and including the date of the EOGM of the Company.

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141, Tel.: +91.11.41414444 | Fax : +91.11.42414444 | Email : contact@samil.in | Website : www.samil.in

Registered Office : Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.48524666 | Fax : +91.44.48525666
Corporate Identity Number (CIN) – U50100TN2010PLC074572

6. The Notice of the EOGM of the Company circulated to the members of the Company will be made available on the Company's website at www.samil.in.
7. Members, Proxies and Authorised Representatives are requested to bring to the venue of the EOGM, the Attendance slip enclosed herewith, duly completed and signed mentioning their details of the DP ID and Client ID/Folio No.
8. The Route Map to venue to the EOGM is enclosed herewith.

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141,
Tel.: +91.11.41414444 | Fax : +91.11.42414444 | Email : contact@samil.in | Website : www.samil.in
Registered Office : Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.48524666 | Fax : +91.44.48525666
Corporate Identity Number (CIN) – U50100TN2010PLC074572

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

Item No. 1

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

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

The Company is giving loan to its subsidiaries companies and making investment of available surplus funds of the Company from time to time in inter-corporate deposits, Mutual funds and Non-Convertible Debentures of the bodies corporate. The Company had earlier at its 6th Annual General Meeting dated July 31, 2015 had taken approval of members of the Company for amount of Rs. 100 Crore under the provision of Section 186 of the Act and further at 11th Annual General Meeting, Company had widen the scope of resolution for availing the additional investment opportunities in accordance to Section 186 of the Act without any further increase to the existing approved limits.

In order to support the growing business activity and to avail the additional investment opportunities, it is propose to increase the available limits of previous resolution from Rs. 100 Crores (Rupees Hundred Crores) to Rs. 150 Crores (Rupees One Hundred Fifty Crores Only) for making loan(s) and/or give any guarantee(s)/ provide any security(ies) and investment under provision of section 186 of the Act.

Accordingly, the Board of Directors recommends the Special Resolution at Item No. 1 of the accompanying Notice for approval of the Members of the Company.

Except Mr. Satish Kumar Garg, Chief Executive Officer and Mr. Nitin Lokhande, Company Secretary of the Company (Key Managerial Personnel) being director in wholly owned subsidiary/subsidiary are concerned interested in aforesaid resolution.

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141, Tel.: +91.11.41414444 | Fax : +91.11.42414444 | Email : contact@samil.in | Website : www.samil.in

Registered Office : Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.48524666 | Fax : +91.44.48525666
Corporate Identity Number (CIN) – U50100TN2010PLC074572

None of the Directors of Company other than aforementioned nor their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For SHRIRAM AUTOMALL INDIA LIMITED**



**Nitin Lokhande
Company Secretary**

Date: October 26, 2020

Place: Mumbai

Registered Office:

Sri Tower, 14A, South Phase, Industrial Estate,
Guindy, Chennai, Tamil Nadu – 600 032

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141,
Tel.: +91.11.41414444 | Fax : +91.11.42414444 | Email : contact@samil.in | Website : www.samil.in
Registered Office : Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.48524666 | Fax : +91.44.48525666
Corporate Identity Number (CIN) – U50100TN2010PLC074572

SHRIRAM AUTOMALL INDIA LIMITED

Registered Office: Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai,
Tamil Nadu – 600 032

CIN: U50100TN2010PLC074572 | **Website:** www.samil.in

ATTENDANCE SLIP

(Duly signed to be handed over at the entrance of the meeting venue)
Extra-Ordinary General Meeting – Friday, November 20, 2020

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Friday, November 20, 2020 at 02:00 p.m at Wockhardt Towers, level 3, west wing, C-2, G Block, Bandra-Kurla Complex, Mumbai 400 051.

Folio No./DP ID No./Client No.: _____

Name of the Member: _____ Signature: _____

Name of Proxy holder: _____ Signature: _____

Note:

Only Shareholder / Proxy holder attending the Meeting

Shareholder/ Proxy holder may bring his/ her copy of the Notice for reference at the Meeting.

Shriram Automall India Limited (SAMIL)

SHRIRAM AUTOMALL INDIA LIMITED

Registered Office: Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai,
Tamil Nadu – 600 032

CIN: U50100TN2010PLC074572 | **Website:** www.samil.in

Form No. MGT-11

Proxy form

*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the
Companies (Management and Administration) Rules, 2014*

Extra-Ordinary General Meeting – Friday, November 20, 2020

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

I/We, being the member (s) of shares of the Shriram
Automall India Limited, hereby appoint:

1. Name: E-mail Id:
Address:
..... Signature:
or failing him/her;
2. Name: E-mail Id:
Address:
..... Signature:
or failing him/her;
3. Name: E-mail Id:
Address:
..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the
Extra-Ordinary General Meeting of the Company to be held on Friday, November 20,
2020 at Wockhardt Towers, level 3, west wing, C-2, G Block, Bandra-Kurla Complex,

Shriram Automall India Limited (SAMIL)

Mumbai 400 051 at 02:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	RESOLUTION
SPECIAL BUSINESS:	
1.	To make investment / extending loans / provide guarantee in bodies corporate exceeding the aggregate limits provided under section 186 of the Companies Act, 2013 upto Rs. 150 Crores

Signed this _____ day of _____ 2020

Affix Revenue Stamp

Signature of the Member

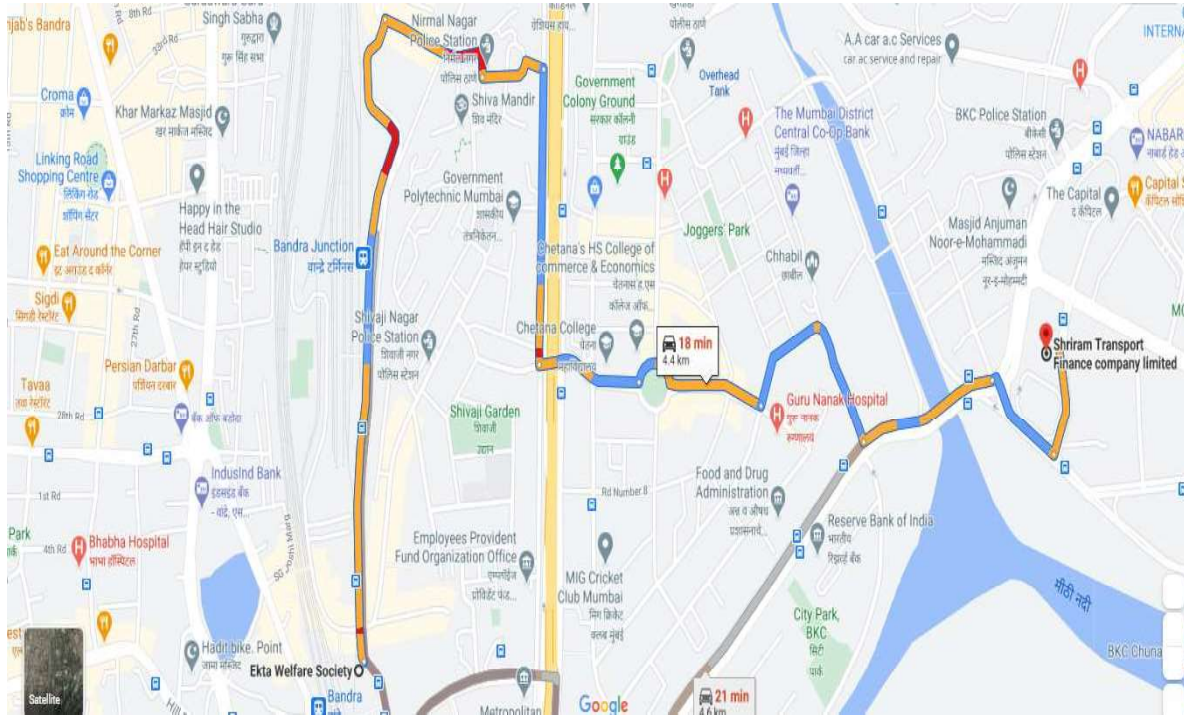
Signature of the proxy holders

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolution, Explanatory Statement and Notes, please refer to the Notice of EOGM.
3. The proxy need not be a member of the Company.
4. Please complete all details including details of member(s) in above box before submission.

Shriram Automall India Limited (SAMIL)

ROUTE MAP:



:EXTRA-ORDINARY GENERAL MEETING VENUE:

Wockhardt Towers, Level- 3, West Wing, C-2, G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

Shriram Automall India Limited (SAMIL)

Corporate Office : Unit No 701-711, 7th Floor, Best Business Park, Plot No. P-2, Netaji Subhash Place, Pitampura, Delhi -110034 | Toll Free : 1800 102 4141,
Tel.: +91.11.41414444 | Fax : +91.11.42414444 | Email : contact@samil.in | Website : www.samil.in
Registered Office : Sri Tower, 14A, South Phase, Industrial Estate, Guindy, Chennai, Tamil Nadu – 600 032, India | Tel: +91.44.48524666 | Fax : +91.44.48525666
Corporate Identity Number (CIN) – U50100TN2010PLC074572