

SANSERA ENGINEERING LIMITED

(CIN: L34103KA1981PLC004542)

Registered office: Plant-7, No.143/A, Jigani Link Road, Bommasandra Industrial Area, Anekal Taluk Bengaluru-560105, India
Phone No: +91 80-27839081/82/83; Fax No.+91 80 27839309 Email: rajesh.modi@sansera.in; Website: www.sansera.in

NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the members of Sansera Engineering Limited will be held on Thursday, August 18, 2022 at 11.00 a.m. (IST) through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 2.00 per equity share for the year ended March 31, 2022.
3. To appoint a Director in place of Mr. Fatheraj Singhvi (DIN: 00233146) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. TO CONSIDER AND APPROVE CERTAIN ARTICLES OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Articles of Association of the Company, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI LODR Regulations"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, and other applicable laws, rules and regulations, guidelines (including any statutory modification(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to approve Articles 43(f) and 43(g) of Part A and Article 18.3 and the associated definitions under Article 2.1 of Part B of the Articles of Association of the Company, as reproduced below:

Part A of the Articles of Association

Article 43 (f): Investor 1 i.e., Client Ebene Limited (CEL) right to appoint one nominee director on the Board.

43(f): Investor 1 may nominate one director on the Board, provided that the Investor 1 holds at least 5% of

the issued and paid-up capital on a fully diluted basis, who does not hold any executive position in any Person engaged in the Business, provided that if any Person holding non-executive position in any Person engaged in the Business, is appointed as an Investor Director, then such Person so appointed shall be required to be bound by suitable non-disclosure undertakings with respect to Confidential Information pertaining to the Company and the Subsidiaries, that may be received in connection with the appointment of such Person as an Investor Director. It is hereby clarified that Investor 2 shall not have a right to appoint nominee directors on the Board, and

Article 43 (g): Promoters right to appoint two directors on the Board

43(g): Promoters may nominate two directors on the Board, who shall be the representative of the Promoters on the Board, provided that the Promoters cumulatively hold at least 5% of the issued and paid-up capital on a fully diluted basis.

Part B of the Articles of Association

Article 18.3: Upside sharing arrangement inter-se Investors (Client Ebene Limited and CVCIGP II Employee Ebene Limited) and Promoters of the Company.

18.3: Each of the Investors agrees that following the provision of full cash exit to such Investor in compliance with the Transaction Documents, in the event that such Investor's Inflows are (following payouts of employee incentives pursuant to the Shareholders Agreement) in excess of the Investor Benchmark Rate, such Investor agrees to share 30% of such excess of Inflows over the Investor Benchmark Rate with the Key Promoters ("Promoter Upside Entitlement"). The requirement to share the Promoter Upside Entitlement may be provided by such Investor at its sole discretion, either (a) by way of a cash payment, subject to withholding of applicable taxes; or (b) by any other method determined by the Investor that achieves the same commercial effect.

The method by which the payment of the Promoter Upside Entitlement shall be determined at the sole discretion of the Investors without diluting in any manner the Investors' rights set out in these Articles.

Article 2.1: Associated definitions for the calculation of upside sharing arrangement

2.1:

"Inflows" means all amounts which received by an Investor, including, without limitation, any dividends or other distributions, repayments, redemptions, buybacks or interest received from the Company in respect of the Shares held by that Investor (including any shares into which those Shares have converted) and any proceeds from the sale of those Shares (or any shares into which those Shares have converted), and in each case as reduced by the amount of any Tax (including any surcharge, fees, interest, penalty or other amounts in relation to Tax) paid, payable, levied, withheld, accrued or provided for in relation to such Inflows under applicable regulations and in each case as reduced by the amount of expenses or costs incurred, accrued, paid, provided for or reimbursed by the Investor in relation to such Inflows. Provided that where Inflows are denominated in a currency other than US\$, then such Inflows shall be converted into US\$ at their respective actual exchange rate for an Investor and in case of any accruals or provisions therefor, the average exchange rate available on the website of the Reserve Bank of India, at the end of banking hours in India on the relevant calculation date. Provided further that for the purpose of this definition, the term Tax shall include all forms of taxes, levies, duties, charges, impost and withholding or other amount imposed by or payable to any tax authority in India or in countries other than India;

"Investor Benchmark Rate" means the US\$ cash amount equal to the amount which when inserted in the calculation of IRR as the Inflows received at the relevant calculation date (where the relevant calculation date(s) is/are the date(s) of receipt of such Inflows received) would result in the Investors receiving the 25% IRR after taking in account:

- (i) all Outflows for that Investor prior to and as at the relevant calculation date;
- (ii) all Inflows for that Investor prior to the relevant calculation date; and
- (iii) such part of the Inflows for that Investor as on the relevant calculation date as required for achieving the Investor Benchmark Rate;

"IRR" means as at the relevant calculation date, the internal rate of return per annum received by an Investor with respect to that Investor's Outflows, calculated by applying the latest version of Microsoft Excel Version XIRR function to the Outflows and Inflows, in each case on the date upon which the cashflow was effected or in case of any Outflows or Inflows that have not yet occurred, the relevant calculation date, with returns calculated on a daily basis but compounded annually;

"Outflow" means all amounts comprising an Investor's Investment Amount, being the US\$ amount actually remitted by such Investor;

"Tax" means: (i) all forms of tax (direct and indirect), levy, duty (including stamp duties), charge, impost, withholding or other amount, whenever or wherever created or imposed by, or payable to any Tax Authority in India wherever payable on own account or in a representative capacity, including without limitation in relation to income, profits, gains, net wealth, asset values, turnover, expenditure, capital gains, withholding, employment, payroll, fringe benefits and franchise taxes (including surcharges and cess); and (ii) all charges, interest, penalties and fines incidental or relating to any Tax falling within (a) above or which arise as a result of the failure to pay any Tax on the due date or to comply with any obligation relating to Tax;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds or things that may be necessary, proper and expedient to give effect to the aforesaid resolution."

5. APPOINTMENT OF MR. SAMIR PURUSHOTTAM INAMDAR AS INDEPENDENT DIRECTOR AND FIXING OF REMUNERATION.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") including any statutory modification(s) or re-enactment thereof for the time being in force, and the Articles of Association of the Company, Mr. Samir Purushottam Inamdar, DIN: 00481968, having Registration No. IDDB-DI-202201-040536 of Director in Independent Director's Data Bank, and who was appointed as an Additional Independent Director upto the ensuing AGM by the Board of Directors with effect from May 23, 2022 on recommendation of the Nomination & Remuneration Committee of the Board of Directors and in respect of whom notice under section 160 of the Act has been received from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period

/ term of five (5) years from May 23, 2022 to May 22, 2027 (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Section 197, 198 read with Schedule V of the Act and other applicable provisions, Mr. Samir Purushottam Inamdar, DIN: 00481968, shall be entitled to receive fixed commission not exceeding ₹ 12.00 Lacs (Rupees Twelve Lacs only) per annum, plus sitting fees for attending the Board and Committee meetings during his tenure as Independent Director of the Company as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) be and is hereby authorised to perform all such acts, deeds, matters or things and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

6. **RATIFICATION OF SANSERA ENGINEERING LIMITED EMPLOYEE STOCK OPTION PLAN 2018.**

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

"**RESOLVED THAT** pursuant to provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, relevant provisions of the Securities and Exchange Board (Listing Obligations And Disclosure Requirements) Regulations, 2015, relevant provisions of the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and is hereby accorded to the ratification of the Sansera Engineering Limited - Employee Stock Option Plan 2018 (the **ESOP 2018**) as aligned with the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, which was originally approved by the members of the Company vide Special Resolution on August 08, 2018 and amended on August 31, 2021 prior to initial public offer of shares of the Company, which now authorises the Board of Directors of the Company including duly constituted Nomination & Remuneration Committee exercising the powers conferred by the Board, to create, issue, offer, and grant such number of employee stock options to eligible employees of the

Company, whether in India or overseas, determined in terms of ESOP 2018, from time to time, in one or more tranches as may be decided by the Nomination and Remuneration Committee and shall not exceed such number of options which represents 2.50% of shareholding in the Company on a fully diluted basis not exceeding 13,47,213 options.

RESOLVED FURTHER THAT the equity shares so issued as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, split-up, consolidation, merger and sale of division and others, if any additional equity shares that are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of options/ equity shares shall be deemed to be adjusted accordingly without affecting any rights or obligations of the grantees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2018.

RESOLVED FURTHER THAT the Board including duly constituted Nomination & Remuneration Committee of the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and to sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.

7. **RATIFICATION TO EXTEND BENEFITS OF SANSERA ENGINEERING LIMITED – EMPLOYEE STOCK OPTION PLAN 2018 (ESOP 2018) TO EMPLOYEES OF SUBSIDIARY COMPANY(IES) OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021, relevant provisions of the Securities and Exchange Board (Listing

Obligations And Disclosure Requirements) Regulations, 2015, relevant provisions of the Memorandum and Articles of Association of the Company, and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the members be and is hereby accorded to extend the benefits of Sansera Engineering Limited – Employee Stock Option Plan 2018 (**ESOP 2018**) including the issuance of Options and shares thereunder to and for the benefit of eligible permanent employees of any existing or future Subsidiary(ies) of the Company and its director(s), whether whole time director or not but excluding independent directors, whether working in India or outside India but does not include an employee who is a promoter or a person belonging to the promoter group or a director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company (Sansera Engineering Limited).

RESOLVED FURTHER THAT the equity shares so issued as mentioned hereinbefore shall rank pari passu with the then existing equity shares of the Company in all respects including dividend.

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issues, bonus issues, split-up, consolidation, merger and sale of division and others, if any additional equity shares that are issued by the Company for the purpose of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of options/ equity shares shall be deemed to be adjusted accordingly without affecting any rights or obligations of the grantees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2018.

RESOLVED FURTHER THAT the Board including duly constituted Nomination & Remuneration Committee of the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem

fit or necessary or desirable for such purpose including giving effect to this resolution with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard."

8. RATIFICATION OF REMUNERATION PAYABLE TO M/S. RAO, MURTHY AND ASSOCIATES, BENGALURU, COST AUDITORS OF THE COMPANY.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, the Company ratifies the remuneration of ₹ 3,00,000/- (Rupees Three Lacs only) plus applicable taxes, conveyance and reimbursement of out of pocket expenses incurred in connection with the cost audit payable to M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), appointed as Cost Auditor of the Company by the Board of Directors of the Company on May 23, 2022 for the financial year 2022-23 upon recommendation of the audit committee of the Company.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as the "Board" which expression shall also include any Committee duly constituted by the Board) of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

9. CREATION OF CHARGE ON THE ASSETS OF THE COMPANY.

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

"RESOLVED THAT in supersession of the earlier resolutions passed by the shareholders if any and pursuant to terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force) read with relevant Rules thereof and the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to the Company, to sell, mortgage and / or charge, in addition to the mortgages / charges created / to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and / or immovable properties of the Company, and / or the interest held by the Company in all or any of the movable and / or immovable properties, both

present and future and / or the whole or any part of the undertaking(s) of the Company, together with the power to take over the management of business and concern of the Company in certain events of default, in favour of lender(s), agent(s), and trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company, from time to time, not exceeding ₹ 1,200.00 Crores (Rupees One Thousand Two Hundred Crores Only) from the existing limits of ₹1,000 Crores (Rupees One Thousand Crores Only), from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the agent(s) and / or trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Heads of Agreement(s), Debenture Trust Deed(s) or any other agreement / document, entered into / to be entered into between the Company and the lender(s) / investor(s) / agent(s) and / or trustee(s), in respect of the said

loans, borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Company and the lender(s), agent(s) and / or trustee(s).

RESOLVED FURTHER THAT Mr. S. Sekhar Vasana, Chairman & Managing Director (DIN: 00361245) or Mr. Fatheraj Singhvi, Joint Managing Director (DIN: 00233146) of the Company be and is hereby severally authorised to finalise and settle with the Lenders, the terms and conditions of such mortgage or charge and execute such documents/deeds/writings/papers/agreements for creation of the aforesaid mortgage and charge and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to creating mortgages/charges as aforesaid and as may be required to give effect to the above resolution.

Registered Office:

Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board

Sansera Engineering Limited
Sd/-
Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place : Bengaluru

Date : May 23, 2022.

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the relevant MCA Circulars issued from time to time, the 40th AGM of the Company is being held through VC/OAVM on Thursday, August 18, 2022 at 11.00 a.m. (IST).
2. The deemed venue for the 40th AGM shall be the registered office of the Company, i.e., Plant 7, Plot No. 143/A, Bommasandra Industrial Area, Jigani Link Road, Bengaluru 560105, Karnataka, India.
3. As per the provisions of clause 3.A. II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 4 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
6. Institutional Investors and corporate members are encouraged to attend and vote at the 40th AGM of the Company through VC/OAVM facility.
7. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation etc., authorising its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by e-mail through its registered e-mail address to pramod@bmpandco.com with a copy marked to the RTA of the Company i.e., Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in. The facility of joining the AGM through VC /OAVM will be opened 30 minutes before and will remain open upto 30 minutes after the scheduled start time of the AGM and will be available for 1,000 members on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
8. Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: rnt.helpdesk@linkintime.co.in
9. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialised form and to the RTA of the Company in case, the shares are held by them in physical form.
10. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and the provisions of the Act.
11. The Board of Directors has recommended dividend of ₹ 2.00 per equity share of the face value of ₹ 2/- each for the financial year ended March 31, 2022 for the approval of shareholders at the 40th AGM.
12. Pursuant to the provisions of section 91 of the Act and regulation 42 of the Listing Regulations, the register of members and share transfer books of the Company will remain closed from August 12, 2022 to August 18, 2022 (both days inclusive) for the purpose of payment of dividend.
13. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/dispatched on or before September 09, 2022.
14. As per the Listing Regulations and pursuant to SEBI Circular dated April 20, 2018, the Company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment of dividend to the members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through

electronic mode, intimation regarding such remittance will be sent separately to the shareholders. Where the dividend cannot be paid through electronic mode, the same will be paid through physical instrument such as non-negotiable instruments/warrants/ Demand Draft with bank account details of such shareholders printed thereon.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar and Transfer Agent (in case of shares held in physical mode) and with their respective Depository Participants (in case of shares held in demat mode).

15. To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to RTA of the Company and to their respective depository participants.
16. In compliance with the MCA and SEBI Circulars, Notice of the Meeting along with the Annual Report for financial year FY 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2021-22 will also be made available on the website of the Company, i.e., www.sansera.in, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
17. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
18. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company at rajesh.modi@sansera.in.
20. Members seeking any information/desirous of asking any questions at the meeting with regard to the accounts or any other matter to be placed at the meeting are requested to send email to the Company Secretary at rajesh.modi@sansera.in at least 10 days prior to the meeting. The same will be replied by the Company suitably in the meeting.
21. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
22. Share transfer documents and all correspondence relating thereto, should be addressed to the RTA of the Company at Link Intime India Private Limited, C 101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai - 400 083 or at their designated email id i.e., rnt.helpdesk@linkintime.co.in
23. To prevent any fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also be advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
24. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the RTA of the Company.
25. Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. As on date of this AGM, there were no unpaid or unclaimed dividend amount which are required to be transferred to IEPF.
26. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialised mode with a depository. Accordingly, the members of the Company were requested to open a demat account and submit physical securities to their DPs.
27. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of

their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the RTA of the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 06, 2018.

28. Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH- 13, to RTA. Further, members desirous of cancelling/varying nomination pursuant to the Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available by RTA on request.

INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. Temporary Registration for Demat shareholders:

The members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA.

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant ("DP") by following the procedure prescribed by the DP.

iii. Registration of email id for Shareholders holding physical shares:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for Physical Shareholders:

The members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with RTA by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an email to RTA at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

29. Information and other instructions relating to e-voting are as under:

- I The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Monday, August 15, 2022.

End of e-voting: Up to 5:00 p.m. (IST) on Wednesday, August 17, 2022.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

- II. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA and SEBI Circulars, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means.
- III. The Company has engaged the services of Link Intime India Private Limited to provide remote e-voting facility to the members.
- IV. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Thursday, August 11, 2022. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, only shall be entitled to avail the facility of e-voting.
- VI. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, such member may obtain the User ID and password by sending a request at rnt.helpdesk@linkintime.co.in.
- VII. The Board of Directors of the Company has appointed CS Pramod SM or failing him CS Biswajit Ghosh of M/s. BMP & Co., LLP, a Practicing Company Secretary firm, Bengaluru as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the meeting; make a consolidated Scrutinizer's report which shall be placed on the website of the Company, i.e., www.sansera.in. The results shall simultaneously be communicated to the Stock Exchanges i.e., BSE and NSE.
- IX. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., Thursday, August 18, 2022.

X. Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their 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/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the Company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -
 - A. **User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

***Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above**

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click "confirm" (Your password is now generated).
3. Click on 'Login' under **'SHARE HOLDER'** tab.
 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the "Company" and 'Event Date' and register with your following details: -

- A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

2. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request upto August 09, 2022 (5.00 pm IST) with the Company on the email id rajesh.modi@sansera.in .
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to

change your vote, click on "Back" and accordingly modify your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

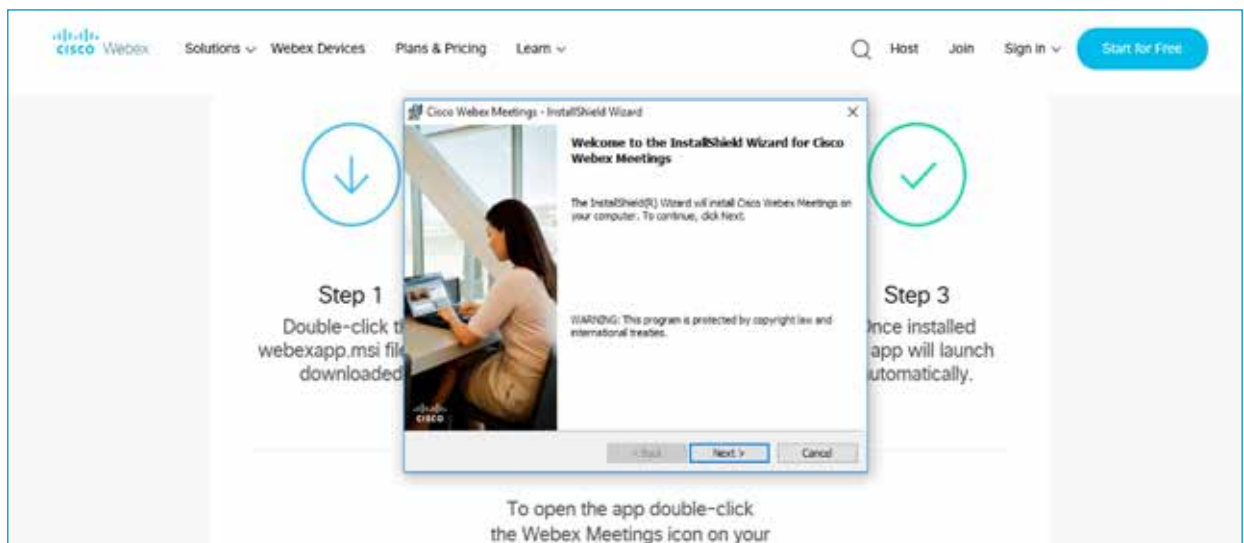
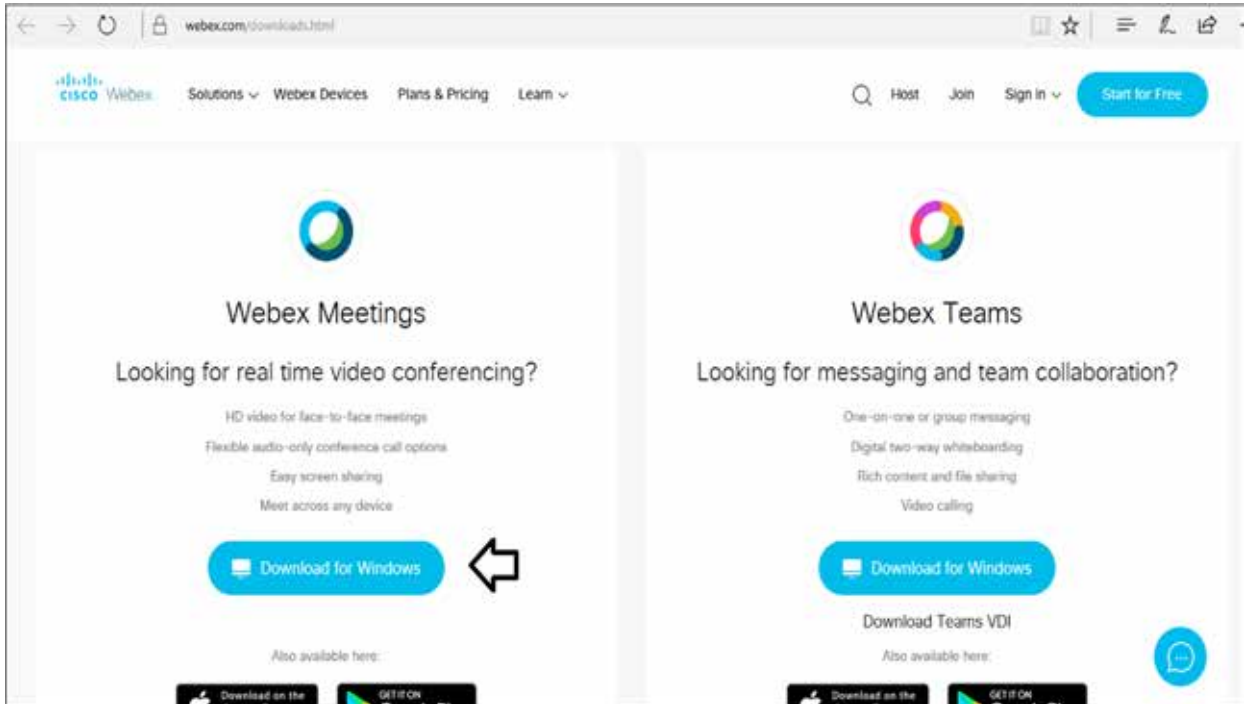
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

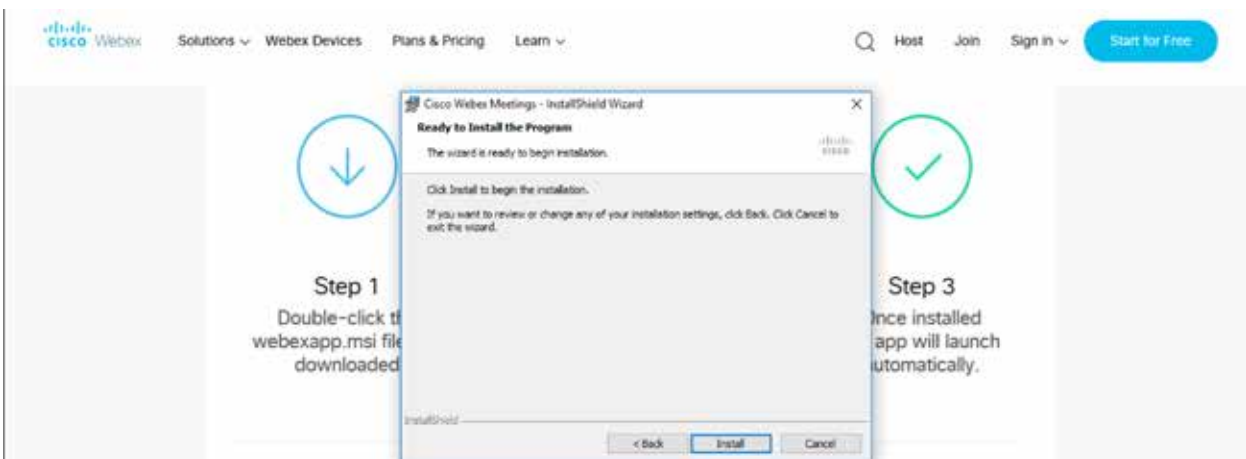
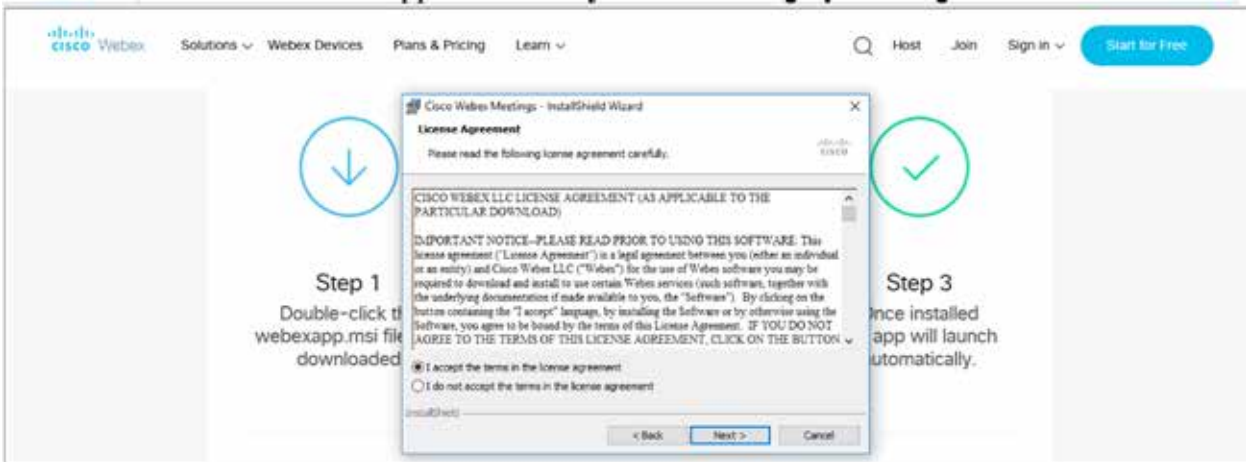
Guidelines to attend the AGM proceedings of Link Intime India Private Limited: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Private Limited InstaMEET, Shareholders/ Members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
<https://meetingsapac30.webex.com/webappng/sites/meetingsapac30/dashboard?siteurl=meetingsapac30>

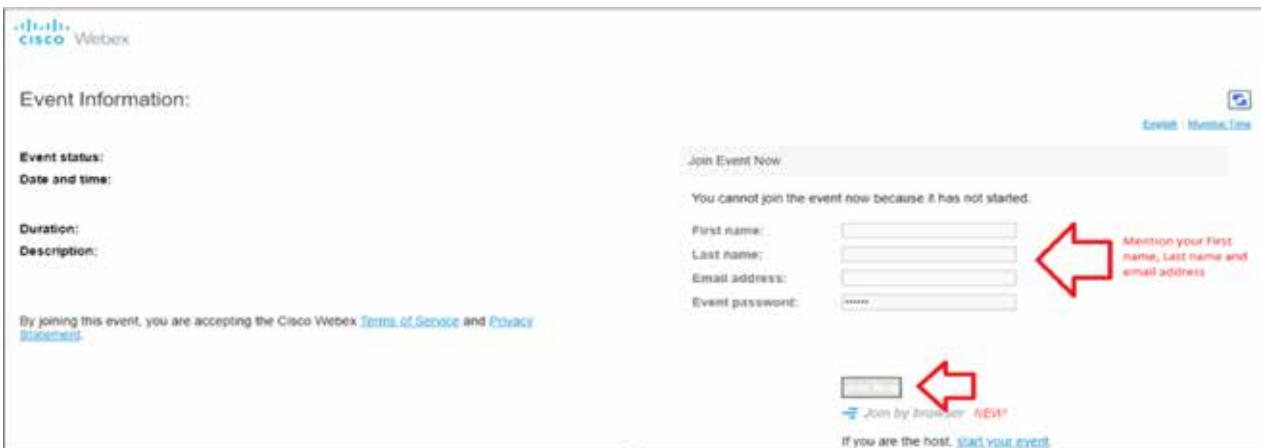


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application . Click on Run a temporary application , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



In case shareholders/members have any queries regarding login, they may send an e-mail to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NO. 4 TO 9 ARE GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 4:

As disclosed in the offer documents i.e., DRHP dated June 09, 2021, RHP dated September 6, 2021 and Prospectus dated September 17, 2021, filed with SEBI / stock exchanges during IPO of the Company, certain articles of Articles of Association of the Company relating to (i) right of Client Ebene Limited (CEL or Investor 1) to appoint one nominee director on the Board of Company, (ii) right of Promoters to appoint two directors on the Board of Company and (iii) the right of Promoters to receive upside sharing from Investors (Client Ebene Limited and CVCIGP II Employee Ebene Limited) shall be subject to receipt of shareholders' approval by way of a special resolution, post listing of equity shares on the recognised stock exchanges pursuant to the IPO of the Company.

As the equity shares of the Company have been listed on recognised stock exchange in India on September 24, 2021, therefore, the Board recommends approval of Articles 43(f), 43(g) of Part A and Article 18.3 along with associated definitions under Article 2.1 of Part B of the Articles of Association, as reproduced in the resolution accompanying this notice to the Shareholders for their approval as a Special Resolution.

Save and except, Mr. S Sekhar Vasan, Mr. F R Singhvi and Mr. Raunak Gupta and their relatives (to the extent of their shareholding in the Company), none of the other Directors, key managerial personnel and relatives of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at item no. 4 of the notice except to the extent of their shareholding in the Company.

ITEM NO. 5: APPOINTMENT OF MR. SAMIR PURUSHOTTAM INAMDAR AS INDEPENDENT DIRECTOR

Based on recommendation of Nomination & Remuneration Committee (NRC), the Board of Directors appointed Mr. Samir Purushottam Inamdar (DIN: 00481968.), having Registration No. IDDB-DI-202201-040536 of Director in Independent Director's Data Bank as an Additional Independent Director of the Company at its meeting held on May 23, 2022 whose office shall not be liable to retire by rotation, and to hold office for a period/ term of five (5) years i.e. from May 23, 2022 up to May 22, 2027 (both days inclusive) subject to approval of the members.

Pursuant to the provisions of the Articles of Association of the Company, Mr. Samir Purushottam Inamdar shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The resolution seeks the approval of members for the appointment of Mr. Samir Purushottam Inamdar as an independent director of the Company including fixed commission of ₹ 12 Lacs per annum payable to him up to May 22, 2027 plus sitting fees for attending the Board and Committee meetings during his tenure as Non-Executive Independent Directors of the Company as may be determined by the Board from time to time, pursuant to Section 197, 198 read with Schedule V of Act alongwith other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing his candidature for the office of Director.

Mr. Samir Purushottam Inamdar has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also given his consent to act as an Independent Director of the Company.

In the opinion of the Board, Mr. Samir Purushottam Inamdar is a person of integrity, possesses the relevant expertise / experience and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director of the Company.

Given his skills and experience, and upon recommendation of NRC, the Board considers it desirable and in the interest of the Company to have Mr. Samir Purushottam Inamdar on the Board of the Company and accordingly the Board recommends the appointment of Mr. Samir Purushottam Inamdar as an Independent Director including payment of fixed commission of ₹ 12 Lacs per annum as proposed in the resolution set out at Item No. 5 for approval by the members by way of Special Resolution.

Director setting out the terms and conditions of appointment would be available for inspection by the members, by writing an email to the Company at rajesh.modi@sansera.in

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is annexed as **Annexure-I**.

Except Mr. Samir Purushottam Inamdar and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NOS. 6 and 7: RATIFICATION OF SANSERA ENGINEERING LIMITED EMPLOYEE STOCK OPTION PLAN 2018 TO ELIGIBLE EMPLOYEES OF THE COMPANY INCLUDING EMPLOYEES OF ITS SUBSIDIARIES.

The Company had introduced Sansera Engineering Limited – Employee Stock Option Plan 2018 (ESOP 2018) to attract, retain, incentivize and motivate the Company's employees and employees of its subsidiaries vide special resolution passed by members of the Company on August 31, 2021 prior to listing of its equity shares on BSE Limited and National Stock Exchange of India Limited.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEBSE Regulations"), no Company shall make any fresh grant of employee stock options which involves allotment or transfer of shares to its employees under any scheme formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre- IPO Scheme") unless (i) such Pre IPO Scheme is in conformity with the SEBI SBEBSE Regulations; and (ii) such Pre IPO Scheme is ratified by its shareholders subsequent to the IPO. Further, as per proviso to Regulations 12(1) of SEBI SBEB Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre - IPO Schemes.

Considering that the Company came out with an IPO of its equity shares and got listed on the BSE Limited and the National Stock Exchange of India Limited. on September 24, 2021, the Company's ESOP 2018 is required to be ratified by the Shareholders of the Company in terms of the Regulations 12(1) of the SEBI SBEBSE Regulations, for making any fresh grants under ESOP 2018 to its employees and employees of its subsidiaries. Accordingly, the same is referred to the Shareholders for their ratification in terms Regulations 12(1) and other applicable provisions of the SEBI SBEBSE Regulations.

The ESOP 2018 is in conformity with the SEBI SBEBSE Regulations and the Company has not granted any fresh grant of options to employees after IPO of the Company. However, prior to listing, the Company had granted 8,08,327 options to eligible employees including employees of subsidiaries which shall be vested over a period of 4 years i.e., 25% in each year as per ESOP 2018 plan. The same was disclosed by the Company in the basis of allotment filed with SEBI/ stock exchanges prior to listing.

However, no amendment to the ESOP 2018 will invalidate any of the act already undertaken or decision already implemented by the NRC / Board prior to this ratification.

The salient features of the ESOP 2018 pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and SEBI SBEBSE Regulations and SEBI Circular No. CIR/CFD/POLICY/CELL/2/2015 dated June 16, 2015 (as amended from time to time) are as under:

a) Brief description of ESOP 2018

The ESOP 2018 has been implemented to provide means to enable the Company and its subsidiaries (if any) to attract, retain and reward appropriate human intellect in its employment and its subsidiaries, respectively.

After vesting of options, the Eligible Employees earn a right, but not an obligation, to exercise the vested options within the exercise period and subscribe to equity shares of the Company subject to compliance with the requirements of the ESOP 2018, including payment of exercise price and satisfaction of any tax obligation arising thereon.

b) Total number of stock options to be granted

The Nomination and Remuneration Committee may from time-to-time Grant Options to one or more Employee(s) of the Company including employee(s) of its subsidiary(ies), which may include recurring Options to the same Employee. The aggregate number of Shares underlying an Option that may be granted under the Plan shall be decided by the Nomination and Remuneration Committee and shall not exceed such number of options which represents 2.50% shareholding in the Company on a fully diluted basis which is coming out to be 13,47,213 options. Each option when exercised would be converted into one equity share of ₹ 2 (Indian Rupees Two) each fully paid-up.

The Nomination and Remuneration Committee was entitled to grant up to 60% of the aforesaid options post filing of the Prospectus with Registrar of Companies, Karnataka, located at Bangalore and prior to listing of the Company on the stock exchanges, pursuant to the IPO. The balance options shall be reserved for future and shall be granted from time-to-time post completion of the IPO.

If there is a 'Change in the Capital Structure of the Company' before the Options Granted under this Plan are exercised, the Employee shall be entitled on Exercise of the Options, to such number of Resultant Shares to which he would have been entitled as if all the outstanding Options exercised by him, had been exercised before such 'Change in the Capital Structure" had taken place and the rights under the Options shall stand correspondingly adjusted.

If any Option granted under the Plan lapses, expires, is forfeited or cancelled or becomes un-exercisable due to

any reason, under any provision of the Plan, such Option shall be added back to the Options available for further grants under the Plan.

c) Implementation and administration of the ESOP 2018

ESOP 2018 shall be administered by the Nomination and Remuneration Committee formed by the Company under the broad policy and framework laid down by the Board of Directors.

All questions of interpretation of the ESOP 2018 or any option under the Scheme shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the ESOP 2018 or in any option issued thereunder.

d) Identification of classes of employees entitled to participate and be beneficiaries in ESOP 2018

"Employee" means the following Employees:

- i. an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii. a director of the Company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director;
- iii. an employee as defined in sub-clauses (i) or (ii), of a subsidiary, in India or outside India.

Provided that an Eligible Employee who is a Promoter or forms part of the Promoter Group of the Company shall not be eligible to participate in the Plan.

Provided further that a Director who either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company shall not be eligible to participate in the Plan.

e) Requirements of vesting and period of vesting

There should be a minimum period of one year between the grant of options and vesting of options and such maximum period as may be determined by the NRC, but not exceeding four years. Unless otherwise specified, all Options granted on any date shall Vest as follows:

- 25% at the end of Year 1, post grant of Options
- 25% at the end of Year 2, post grant of Options (cumulatively 50%)
- 25% at the end of Year 3, post grant of Options (cumulatively 75%)
- 25% at the end of Year 4, post grant of Options (cumulatively 100%)

Provided that in the event of death or permanent incapacity /disability of an employee, the minimum vesting period of one year shall not be applicable and in such instances, the options shall vest in terms of sub-regulation (4) & (5) of Regulation 9 of SEBI Regulations, on the date of the death or permanent incapacity.

f) Maximum period within which the options shall be vested

All the options granted on any date shall vest not later than the maximum period of 4 (Four) years from the date of grant.

g) Exercise price or pricing Formula

The Nomination and Remuneration Committee shall determine the Exercise Price which may be at a discount of up to 10% of the Fair Market Value of shares.

h) Exercise period and exercise Process

The overall exercise period shall be 3 years from the date of respective vesting of options.

An Option shall be deemed to be exercised only when the Board or NRC receives written or electronic notice of exercise and a confirmation that the Exercise Price (in accordance with the ESOP 2018) has been received from the Participant

i) Appraisal process for determining the eligibility of employees for the ESOP 2018

As soon as may be possible after the Plan comes into effect and at such times thereafter, as deemed fit, the Nomination and Remuneration Committee shall, based on the various criteria, decide on the Employees who are eligible for the Options under the Plan and the terms and conditions thereof. The Board of Directors may in its absolute discretion vary or modify such criteria and / or selection and / or the terms and conditions for granting any Option to any Employee or class of Employees.

j) Maximum number of options to be issued per employee and in aggregate

The maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant. The Nomination and Remuneration Committee may, decide to grant such number of Options equal to or exceeding 1% of the issued capital to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

k) Maximum quantum of benefits to be provided per employee under the ESOP 2018

The maximum quantum of benefits underlying the options issued to an eligible employee shall depend

upon the market price of the equity shares as on the date of sale of equity shares arising out of exercise of options.

l) Whether the ESOP 2018 is to be implemented and administered directly or through a trust

The ESOP 2018 shall be implemented and administered directly by the Company, under the superintendence of the NRC. However, the Board or the NRC has the power to create a trust, subject to requisite approval.

m) Whether the ESOP 2018 involves new issue of equity shares or secondary acquisition of equity shares or both

The ESOP 2018 contemplates issue of fresh equity shares by the Company on exercise of options.

n) Lock-in Period

The equity shares arising out of exercise of vested options shall not be subject to any lock-in period from the date of allotment of such equity shares under the ESOP 2018, provided that the sale or transfer of equity shares allotted on such exercise will be subject to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company framed thereunder, to the extent applicable.

o) Transferability of Stock Options

The options granted to an employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

However, in the event of the death of the employee while in employment, all the stock options granted to him/her till such date shall forthwith vest in his/her designated nominee or nominees (who may be named contingently or successively), or such employee's legal heir, and can be exercisable by them within the time period as may be prescribed under the ESOP 2018.

p) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilisation, repayment terms, etc.

This is currently not contemplated under the present ESOP 2018.

q) Maximum percentage of secondary acquisition that can be made by the trust for purposes of the ESOP 2018

Not applicable

r) Accounting and Disclosure Policies

The Company shall follow the IND AS 102 on Share based Payments and/ or any relevant Accounting Standards and the disclosure requirements of the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including any 'Guidance Note on Accounting for employee share based Payments' issued in that regard from time to time.

s) Method of option valuation

The Company shall use the fair value method or such valuation method as may be prescribed from time to time in accordance with applicable laws for valuation of the Stock Options granted, to calculate the employee compensation cost.

t) Variation of terms of Scheme

Subject to compliance with the requirements of the Companies Act and SEBI SBEB Regulations, to the extent applicable, and other applicable laws, the Company may, from time to time, amend or vary the Scheme or any terms and conditions in the Scheme or alter any options granted in such respects as the NRC may deem necessary or desirable, provided that approval of the shareholders of the Company is taken by way of a special resolution in a general meeting for effecting such change, if such approval is required under applicable law and such change is not detrimental or prejudicial to the interests of the grantees, provided that the Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirements.

u) Declaration

The Company will use fair value method for option valuation and therefore declaration regarding disclosure for difference between the employee compensation cost based on intrinsic value and fair value is not applicable.

v) Certificate from the Secretarial Auditor

The Board of Directors shall at each annual general meeting place before the members a certificate from the Secretarial Auditor of the Company that the Scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the Company in the general meeting.

w) Rights of the option holder

The option holder shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him/ her, till equity shares are allotted upon exercise of such option.

x) Terms & conditions for buyback, if any, of specified securities covered under these regulations.

The procedure for buy-back of specified securities issued under these regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.

No amendment to the ESOP 2018 as aforesaid will invalidate any of the act already undertaken or decision already implemented by the NRC / Board prior to this notice. The copies of the related documents will be open for inspection by the members through electronic mode on all working days, during business hours up to the date of meeting.

The Board recommends the resolutions set out at Item Nos. 6 and 7 of the accompanying notice for your approval as special resolution.

None of the Directors or Key Managerial Personnel, except to the extent of options granted to them / shares held by them, of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolutions.

ITEM NO. 8: RATIFICATION OF FEE PAYABLE TO COST AUDITORS

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost records by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on May 23, 2022, approved the appointment of M/s. Rao, Murthy and Associates, Bengaluru (having Firm Registration No. 000065), as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products prescribed under the Companies (Cost Records and Audit) Rules, 2014, for the financial year 2022-23 at a remuneration not exceeding ₹ 3,00,000/- (Rupees Three Lacs Only) plus applicable taxes, out-of-pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the members as set out at Item No. 8 of the Notice.

M/s. Rao, Murthy and Associates have furnished a certificate dated April 28, 2022 regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the members. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 9: CREATION OF CHARGE ON ASSETS OF THE COMPANY

In connection with the loan/credit facilities to be availed by the Company, as and when required, through various sources for business purposes, the Company might be required to create charges over its assets, properties and licenses by way of hypothecation, mortgage, lien, pledge etc. in favour of its lenders for an amount not exceeding ₹ 1200.00 Cr. (Rupees One Thousand two Hundred Crores Only) for the purposes of securing the loan/credit facilities extended by them to the Company. Presently, the current limit previously approved by the shareholders is ₹ 1,000 Cr. (Rupees One Thousand Crores Only). Further, upon occurrence of default under the relevant Loan/facility agreements and other documents as may be executed by the Company with the lenders, the lenders would have certain rights in respect of the Company's assets, properties and licenses including the rights of sale/disposal thereof, creation of charge/s as aforesaid and enforcement of assets by the Company's lenders upon occurrence of default would amount to a sale/disposal of the whole or substantially the whole of the undertaking of the Company, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013. Accordingly, the Board recommends the Special Resolution set forth in Item No.9 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Registered Office:

Plant 7, No. 143/A,
Jigani Link Road,
Bommasandra Industrial Area
Bengaluru 560105

By Order of the Board

Sansera Engineering Limited
Sd/-
Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place : Bengaluru
Date : May 23, 2022.

ANNEXURE-I
Additional information of Director seeking appointment/ re-appointment as required under Regulation 36(3) of the Listing Regulation, 2015 and applicable Secretarial Standards:

Name of the Director	Mr. Fatheraj Singhvi	Mr. Samir Purushottam Inamdar
DIN	00233146	00481968
Date of Birth (Age)	March 15, 1955 (67 years)	July 30, 1958 (64 years)
Nationality	Indian	Indian
Date of First Appointment on the Board	March 3, 1991, vacated office on June 11, 2018 and again appointed as Managing Director on August 6, 2019 for period of 5 years.	May 23, 2022
Brief Resume & Experience	Mr. Fatheraj Singhvi is the Joint Managing Director of the Company. He is currently the chairman of Pillar 3 of ACMA overseeing the activities of ACT, ASDC, HR, YBLF. He has over 39 years of professional experience. He is a chartered accountant and is a member of the Institute of Chartered Accountants of India. He was a partner at of M/s. Singhvi, Dev & Unni from 1981 to 2006. He manages the Artificial Limb's Centre and Dialysis Centre for Karnataka Marwari Youth Federation since 1982.	Mr. Samir Inamdar has over 4 decades of experience in industry; former President & CEO of GE Consumer & Industrial, South Asia; former MD & CEO of Tyco Electronics, South Asia. He was part of the automotive industry for over 15 years with Maruti and with Tata Motors. He currently is the Co-founder, MD & CEO of a fund management Company which manages PE funds. Mr. Inamdar is a member of the Global Advisory Board of MAP, a Zurich based management consultancy firm. He is also a Global Mentor with the Unreasonable Group, USA. He is a board member on Sigma Electric Mfg. Co., a \$350+ mill US-PE owned leader in aluminium castings and precision machining for Power T&D, Appliances markets in the US.
Expertise in specific functional area	Finance, Audit and Strategic matters.	Business Strategy, M&A, General Management, PE & VC investing
Qualification	Fellow member of the Institute of Chartered Accountants of India.	Bachelor of Engineering (Mechanical) from Mumbai University and Post Graduate Diploma in Management (MBA) from Indian Institute of Management ("IIM"), Calcutta.
No. of Board Meetings attended during the financial year 2021-22 as a Director.	9	-
Terms and conditions of appointment	As per the Ordinary Resolution passed by the shareholders at 37th AGM of the Company held on September 27, 2019 and duly amended by the shareholders at 39th AGM of the Company held on June 02, 2021.	As per the Special Resolution set forth at item no. 5 of this notice, read with explanatory statement thereto.
Directorships held in other Public Companies alongwith listed companies from which the person has resigned in the past three years	Nil	Nil

Name of the Director	Mr. Fatheraj Singhvi	Mr. Samir Purushottam Inamdar
Memberships / Chairmanships of Committees of other Public Companies alongwith listed companies from which the person has resigned in the past three years. (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	27,95,549	Nil
Remuneration last drawn (excluding sitting fees)	₹ 14.89 mn	Nil
Remuneration sought to be paid	-	-
Relationships between Directors inter-se	Nil	Nil
Occupation	Business	Employed