

SANSERA ENGINEERING LIMITED

CIN: L34103KA1981PLC004542

Registered Office: Plant-7, No.143/A, Jigani Link Road, Bommasandra Industrial Area, Anekal Taluk, Bengaluru 560105; **Telephone:** +91 80 27839081/82/83; **Fax:** +91 80 27839309

Website: www.sansera.in; **Email:** rajesh.modi@sansera.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, each as amended and applicable circulars issued by the Ministry of Corporate Affairs, from time to time]

CUT-OFF DATE	VOTING STARTS ON	VOTING ENDS ON
Friday, February 21, 2025	Saturday, March 01, 2025 from 9.00 am (IST)	Sunday, March 30, 2025 till 5.00 pm (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**‘MCA’**) for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 3/2022 dated May 6, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as **‘MCA Circulars’**) and other applicable provisions of the Act, Rules, MCA Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment

thereof for the time being in force), the Special Resolution as set out in this Postal Ballot Notice (**Notice**) are proposed for consideration by the members of the Company through postal ballot by voting through electronic means (remote e-voting) only.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof is annexed to this Notice for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent (**RTA**). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

If your email address is not registered with the Company/ Depositories/RTA, please follow the process provided in the Notes to receive this Notice. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) (“**MUFG INTIME**”) for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.sansera.in.

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.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 P.M. (IST) on Sunday, 30th March 2025. The remote e-voting facility will be disabled by MUFG INTIME immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1) TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. SUBRAMONIA SEKHAR VASAN AS MANAGING DIRECTOR, TO BE DESIGNATED AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (the “**Act**”), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“**Listing Regulations**”), each as amended from time to time and the Articles of Association of the Company, in pursuance to recommendation of Nomination & Remuneration Committee of the Company at its meeting held on February 10, 2025, and the Board of Directors at its meeting held on February 10, 2025 the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Subramonia Sekhar Vasam (DIN: 00361245) as Managing Director to be designated as Chairman & Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years, with effect from 08th July, 2025 till 07th July, 2030 on such terms and conditions elaborated in the explanatory statement and as mutually agreed between the Company and Mr. Subramonia Sekhar Vasam.

RESOLVED FURTHER THAT pursuant to Section 196(3) read with Schedule V and all other applicable provisions, if any, of the Act the consent of the Members be and is hereby accorded for the re-appointment of Mr. Subramonia Sekhar Vasam (DIN: 00361245) as Managing Director to be designated as Chairman & Managing Director of the Company, who has attained the age of 70 (Seventy) years, till the expiry of his term of office.

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) or the Company Secretary of the Company be and is hereby severally authorized to sign and execute requisite forms /returns, instruments, writings and documents and do all such acts, deeds or things as may be required to give effect to the aforesaid resolutions.”

2) TO CONSIDER AND APPROVE THE REMUNERATION PAYABLE TO MR. SUBRAMONIA SEKHAR VASAN AS MANAGING DIRECTOR TO BE DESIGNATED AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution, with or without modifications as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Act read with the rules made thereunder and the Listing Regulations, the consent of the Members of the Company be and is hereby accorded for payment of such remuneration to Mr. Subramonia Sekhar Vasam (DIN: 00361245), as Managing Director to be designated as Chairman & Managing Director of the Company for a term of 5 (five) years with effect from 08th July, 2025 till 07th July, 2030, as detailed in the explanatory statement annexed hereto, with an authority to the Board of Directors (on recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration (including the fixed pay, variable pay/ commission and other benefits) including annual increase in his remuneration within the overall limits as mentioned in the explanatory statement, in accordance with Schedule V of the Act, the Listing Regulations and the applicable law.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, and notwithstanding the limits specified under Section II of Part II of Schedule V of the Act, where in any financial year during the currency of the tenure of reappointment of Mr. Subramonia Sekhar Vasan, the Company has no profits or its profits are inadequate, the Company shall pay to him a remuneration as per the limits specified under Section 197 read with Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government 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) or the Company Secretary of the Company be and is hereby severally authorized to sign and execute requisite forms /returns, instruments, writings and documents and do all such acts, deeds or things as may be required to give effect to the aforesaid resolutions.”

Registered Office:

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

By Order of the Board

Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi

Company Secretary

Membership No. F5176

Place: Bengaluru

Date: February 10, 2025

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules and SS-2, setting out material facts relating to the Resolution and reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) (the “**Depositories**”) as on Friday, February 21 2025, (the ‘**cut-off date**’) and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, MUFG INTIME (“**RTA**”).
3. Members may note that the aforesaid Notice has been uploaded on the website of the Company at www.sansera.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. 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
6. Resolution, if passed by the members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Sunday, March 30, 2025, in terms of SS-2. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

7. 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 dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice up to the date of declaration of Postal Ballot results. Members can inspect the same by writing an email to the Company at e-mail: rajesh.modi@sansera.in
10. Brief details of the director, who is seeking reappointment, are annexed hereto as per the requirement of regulation 36(3) of the Listing Regulations and the provisions of the Act.
11. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting, MUFG INTIME by e-mail at - enotices@in.mpms.mufg.com, Tel: 022-4918 6000 or the Company at e-mail: rajesh.modi@sansera.in
12. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.
13. Results of voting shall be declared within two working days from the time of conclusion of the remote e-voting.
14. The results along with the Scrutinizers' report would be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and RTA and will be displayed on the Company's website www.sansera.in

15. 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.
16. The Scrutinizer, after scrutinizing the votes, will, not later than two working days 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.

17. Remote e-Voting Instructions for shareholders:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Rules; Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by MUFG INTIME, on the resolution set forth in this Notice. The instructions for e-voting are given below.

The remote e-voting facility is available at the following link: <https://instavote.linkintime.co.in>. The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e-voting	End of remote e-voting
250046	Saturday, March 01, 2025 from 9.00 am (IST)	Sunday, March 30, 2025 till 5.00 pm (IST)

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by MUFG INTIME upon the expiry of the aforesaid period.

The 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:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will be opened. You will have to enter your 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 the e-voting page. Click on company name or e-voting service provider name i.e., MUFGINTime, and you will be re-directed to ‘InstaVote’ website for casting your vote during the remote e-voting period. • If the user is not registered for IDeAS e-Services, the 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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 be opened. You will have to enter your User ID (i.e. your 16-digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-

	<p>voting page. Click on the company name or e-voting service provider name i.e., MUFGINTime and you will be re-directed to ‘InstaVote’ website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing users who have opted for Easi / Easiest, can login through their user id and password. The option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will also be able to see the E Voting Menu. The Menu will have links to an e-voting service provider i.e., MUFGINTime. Click on MUFGINTime you will be re-directed to ‘InstaVote’ website for casting the vote during remote e-voting period. <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <ul style="list-style-type: none"> • Alternatively, the user can directly access the 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, the user will be provided links for the respective ESP i.e., MUFG InTime , click on MUFG InTime and you will be re-directed to ‘Insta Vote’ website for casting the vote during remote e-voting period.
<p>Individual Shareholders (holding securities in demat mode) login</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility.

<p>through their depository participants.</p>	<ul style="list-style-type: none"> Once login, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name i.e., MUFGINTime and you will be re-directed to ‘InstaVote’ website for casting your vote during the remote e-Voting period. 								
<p>Individual shareholders holding securities in physical mode/ Non-Individual Shareholders holding shares in Demat mode & Evoting service Provider is MUFGINTime India Private Limited (Formerly Link Intime India Private Limited)</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p>A. User ID: Enter your User ID details as given below.</p> <table border="1" data-bbox="561 953 1412 1312"> <thead> <tr> <th>Manner of holding shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For Members who hold shares in demat account with CDSL</td> <td>16-digit beneficiary ID</td> </tr> <tr> <td>For Members who hold shares in demat account with NSDL</td> <td>8-character DP ID followed by 8-digit Client ID</td> </tr> <tr> <td>For Members who hold shares in physical form</td> <td>EVENT NO. + Folio Number registered with the Company</td> </tr> </tbody> </table> <p>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.</p> <p>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>	Manner of holding shares	User ID	For Members who hold shares in demat account with CDSL	16-digit beneficiary ID	For Members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID	For Members who hold shares in physical form	EVENT NO. + Folio Number registered with the Company
Manner of holding shares	User ID								
For Members who hold shares in demat account with CDSL	16-digit beneficiary ID								
For Members who hold shares in demat account with NSDL	8-character DP ID followed by 8-digit Client ID								
For Members who hold shares in physical form	EVENT NO. + Folio Number registered with the Company								

	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> • Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’, above. • Shareholders holding shares in NSDL form, shall provide ‘D’ above • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. <p>▶ 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).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p>
<p>Cast your vote electronically</p>	<p>i. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>ii. E-voting page will appear.</p> <p>iii. 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).</p> <p>iv. 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.</p>

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 **MUFG INTIME** 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 authorized 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 INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode have 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 MUFG Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders have a 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 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 a minimum of 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 have 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 times till they have voted on the resolution(s) for a particular “Event”.

Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this Notice:

a) In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to rnt.helpdesk@linkintime.co.in.

b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to rnt.helpdesk@linkintime.co.in. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.

c) Alternatively, Members may send a request to enotices@in.mpms.mufg.com for procuring User ID and Password for e-voting by providing above mentioned documents.

d) In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014.**

ITEM NOS. 1 AND 2:

Mr. Subramonia Sekhar Vasan aged about 72 years, is the founder and has been a Director of the Company since its incorporation. He holds a bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore. He has over 43 years of professional experience in the field of technology, engineering, quality, manufacturing etc.

Mr. Subramonia Sekhar Vasan was appointed as the Managing Director, designated as Chairman & Managing Director of the Company for a period of 5 years from July 08, 2020 to July 07, 2025 by the Shareholders of the Company at the Annual General Meeting of the Company held on December 24, 2020. The continuation of his appointment beyond the age of 70 years was approved by the shareholders at the Annual General Meeting of the Company held on September 08, 2023. Over these years, he has been instrumental in scripting the phenomenal growth of the Company. Sansera Engineering Limited is one of the prominent manufacturers and suppliers of highly precisions and complex automobile components with a consistent track record of growth. Mr. Subramonia Sekhar Vasan's visionary approach and relentless commitment have driven the Company to achieve significant milestones, including the development of advanced tech-agnostic solutions.

Mr. Subramonia Sekhar Vasan's leadership has guided the Company through various economic cycles, ensuring resilience and value creation. His ability to anticipate industry trends and position the Company for growth remains crucial in navigating today's dynamic global environment.

With various projects and strategic initiatives critical to the Company's long-term success, Mr. Subramonia Sekhar Vasan's continued leadership is essential for seamless execution, stability, and structured succession planning. His mentorship to the leadership team has been invaluable, ensuring the preservation of institutional knowledge and grooming the next generation of leaders.

The Board strongly believes his continued leadership is necessary because of his exceptional technical expertise, complex nature of the Company's operations, proven track record as a Managing Director, vast industry experience, and valuable contribution to the Company's growth and technological advancement in this global market. His insights, a unique combination of both technical expertise and management skills, are of great value to the Company and will be instrumental in the growth of the Company's business. It is in the best interest of the Company that he continues to lead the Company beyond the age of 70 years. As per Section 196(3)(a) of the Companies Act, 2013, appointment of a person who has attained the age of 70 years can be made by passing a special resolution.

The Company has received the following declarations Mr. S Sekhar Vasan:

- i. Consent in writing to act as Managing Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended (the "**Appointment Rules**"),
- ii. intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act,
- iii. affirmation that he has not been debarred or disqualified from being appointed or continuing as Managing Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Keeping all these into consideration, the Board of Directors of the Company on recommendation of the Nomination & Remuneration Committee at its respective meeting held on February 10, 2025 and subject to approval of Members as a Special Resolution for item no. 1 and Ordinary Resolution for item no. 2 and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 including amendments if any, strongly recommends the reappointment of Mr. Subramonia Sekhar Vasan (DIN: 00361245) as a Managing Director to be designated as Chairman & Managing Director of the Company, for a further period of 5 (five) years from the date of expiry of his present term, i.e., from July 08, 2025 till July 07, 2030 on terms and conditions including remuneration payable to him during his term, as mentioned below.

The principal terms and conditions of reappointment of Mr. Subramonia Sekhar Vasam (hereinafter referred to as the “Appointee”) including his remuneration are as given below:

A. Tenure of reappointment: 5 (Five) years w.e.f. July 08, 2025 till July 07, 2030.

B. Nature of Duties: The Appointee shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its associated companies and/or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the Boards of such associated companies/ subsidiaries or any other executive body or a committee of such a company

C. Remuneration:

(a) **Salary:** In the range of ₹ 2.50 Cr (Rupees Two Crores Fifty Lacs Only) to ₹ 4.00 Cr (Rupees Four Crores Only) per annum.

(b) **Commission:** In the range of ₹ 0.75 Cr (Rupees Seventy Five Lacs Only) to ₹ 3.00 Cr (Rupee Three Crores Only) per annum.

(c) **Annual Increments:** The salary and commission as stated above will be increased every year within the range prescribed above during the term of his reappointment as may be decided by the Board on the recommendation of Nomination & Remuneration Committee which will be based on merits and considering the Company’s and Mr. Subramonia Sekhar Vasam’s performance, market conditions etc., without seeking approval every year from the shareholders, subject to the conditions that the total remuneration payable to him shall be within the prescribed limits of the Act or Listing Regulations, including amendments if any.

(d) **Benefits, Perquisites, Allowances:** In addition to the above, the appointee shall be entitled to the following as per the Rules / or the Company’s policy:

- a. Allowances, Contribution to provident fund, superannuation fund or annuity fund and gratuity fund;
- b. Mediciam insurance premium per month.

- c. Leave in accordance with the rules of the Company. Privilege leave earned but not availed is cashable; and
- d. Car-pool, travel expenditure (excluding personal travel), facilities of any one club and personal security.

D. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the re-appointment, the Company has no profits or its profits are inadequate, the Company shall pay to him, a remuneration as per the limits specified under Section 197 of the Act read with Section II of Part II of Schedule V of the Act or such other limit as may be prescribed by the Government from time to time.

Both the reappointment and remuneration of Mr. Subramonia Sekhar Vasam is in compliance with the provisions of Sections 196, 197, 203, the rules made thereunder and other relevant and applicable provisions, if any, of the Act and the Articles of Association of the Company and Listing Regulations. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is also eligible to act as Managing Director of the Company pursuant to the applicable provisions of the Act, subject to the approval of the shareholders of the Company. He is also not debarred from holding the office of a director by virtue of any SEBI order or any other such authority.

The Notice read with Explanatory Statement should be considered as a written memorandum setting out the terms of re-appointment and remuneration of Mr. Subramonia Sekhar Vasam for a period of five (5) years with effect from July 08, 2025, as required under Section 190 of the Companies Act, 2013.

The Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India are set out in the Annexure 1 to the Explanatory Statement.

Except Mr. Subramonia Sekhar Vasam, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Resolutions as set out under items no. 1 and 2 of this Notice for approval of the members by means of Special Resolution and Ordinary Resolution respectively.

Registered Office:

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

By Order of the Board

Sansera Engineering Limited

Sd/-

Rajesh Kumar Modi

Company Secretary

Membership No. F5176

Place: Bengaluru

Date: February 10, 2025

Annexure 1

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, is given hereunder:

Name	Mr. Subramonia Sekhar Vasan
DIN	00361245
Nationality	Indian
Age	March 02, 1953 (72 years)
Date of First Appointment on the Board	December 15, 1981 He was appointed as Managing Director designated as Chairman & Managing Director of the Company for a period of 5 years from July 8, 2020 till July 7, 2025.
Brief Resume, Experience and Nature of Expertise in specific functional areas	He is the founder and has been a Director of the Company since incorporation. He holds a bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore. He has over 43 years of professional experience in the field of technology, engineering, quality, manufacturing etc.
Qualification	Bachelor's degree in technology from Indian Institute of Technology (IIT), Madras and a post graduate diploma in management from Indian Institute of Management (IIM), Bangalore
No. of Board Meetings attended during the year 2024-25 till date as a director.	8 (attended all the meetings)
Directorships held in other Listed Companies	NIL

Terms and conditions of reappointment	As per the terms and conditions captured in the Explanatory Statement attached hereto.
Directorships held in other Public Companies along with listed companies from which the person has resigned in the past three years	NIL
Memberships / Chairmanships of Committees of other Boards along with listed companies from which the person has resigned in the past three years.	NIL
Number of shares held in the Company, including shareholding as a beneficial owner	1,02,4,9531 equity shares of Rs.2/- each.
Remuneration last drawn (excluding sitting fees)	Rs. 24.89 million p.a. as approved by the shareholders on September 08, 2023.
Remuneration sought to be paid	As stated in the Explanatory Statement
Relationships between Directors inter-se or with manager and other key managerial personnel	Nil
Occupation	Business