

NOTICE OF 42ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the Forty-Second (42nd) Annual General Meeting of the members of Sansera Engineering Limited will be held on Thursday, September 26, 2024 at 03:00 p.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, 2024, together with the Auditors' and Board's Report thereon.
2. To declare dividend of ₹ 3.00 per equity share for the year ended March 31, 2024.
3. To appoint a director in place of Mr. Subramonia Sekhar Vasan (DIN: 00361245) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration not exceeding ₹ 3,00,000.00 (Indian Rupees Three Lakhs 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) who have been appointed as cost auditors by the Board of Directors on the recommendation of the Audit Committee on March 26, 2024, to conduct the audit of cost records of the Company for the financial year 2024-25."

"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 authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to the aforesaid resolution."

5. APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO MR. SAMIR PURUSHOTTAM INAMDAR (DIN: 00481968), NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded for increasing remuneration payable to Mr. Samir Purushottam Inamdar (DIN: 00481968) Independent Director of the Company in the form of fixed commission duly recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on May 16, 2024 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, from an existing amount of ₹ 24,00,000.00 (Rupees Twenty-Four Lakhs Only) to a fixed commission of ₹ 30,00,000.00 (Rupees Thirty Lakhs Only) or such other amount as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2024, till the term of the appointment."

"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."

6. APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO MR. LAKSHMINARAYAN MUTHUSWAMI (DIN: 00064750), NON-EXECUTIVE INDEPENDENT DIRECTOR.

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded for increasing remuneration payable to Mr. Lakshminarayan Muthuswami (DIN: 00064750) Independent Director of the Company in the form of fixed commission duly

recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on May 16, 2024 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, from an existing amount of ₹ 15,00,000.00 (Rupees Fifteen Lakhs Only) to a fixed commission of ₹ 30,00,000.00 (Rupees Thirty Lakhs Only) or such other amount as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2024 till the term of the appointment."

"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."

7. APPROVAL FOR INCREASING THE COMMISSION PAYABLE TO MS. REVATHY ASHOK (DIN: 00057539), NON- EXECUTIVE INDEPENDENT DIRECTOR.

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded for increasing remuneration payable to Ms. Revathy Ashok (DIN: 00057539) Independent Director of the Company in the form of fixed commission duly recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company at its meeting held on May 16, 2024 and pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the 'Act') and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, from an existing amount of ₹ 15,00,000.00 (Rupees Fifteen Lakhs Only) to a fixed commission of ₹ 30,00,000.00 (Rupees Thirty Lakhs Only) or such other amount as may be determined by the Board of Directors of the Company from time to time, which shall not exceed 1% per annum of the net profits of the Company payable to all Independent Directors, calculated in accordance with the provisions of Section 198 of the Act, commencing from April 01, 2024 till the term of the appointment."

"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."

8. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ₹ 23,00,00,000.00 divided into 6,25,00,000 Equity Shares of ₹ 2/- each, 3,00,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 7,50,000 Series B compulsorily convertible preference shares of ₹ 100/- each to ₹ 30,50,00,000.00 (Rupees Thirty Crores and Fifty Lakhs Only) divided into 10,00,00,000 Equity shares of ₹ 2/- each, 300,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 750,000 Series B compulsorily convertible preference shares of ₹ 100/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

"V. The Authorised Share Capital of the Company is ₹ 30,50,00,000.00 (Rupees Thirty Crores and Fifty Lakhs Only) divided into 10,00,00,000 Equity shares of ₹ 2/- each, 300,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 750,000 Series B compulsorily convertible preference shares of ₹ 100/- each."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds,

matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. TO CONSIDER AND APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT OR THROUGH ANY OTHER MODE PERMITTED UNDER LAW

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendment(s), statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof) (**the "SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), to the extent applicable, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the uniform listing agreement(s) entered into by the Company with the National Stock Exchange of India Limited and BSE Limited (collectively, the **"Stock Exchanges"**) where the equity shares of face value of ₹ 2 each of the Company (**"Equity Shares"**) are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) and/ or re-enactment(s) thereof (**"FEMA"**), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the extant consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (**"GOI"**), circulars or notifications issued thereunder including the Master Directions on External Commercial Borrowings, Trade Credits and Structured

Obligations dated March 26, 2019, as amended from time to time and the Master Direction on Reporting under Foreign Exchange Management Act, 1999 dated January 01, 2016, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended (together the **"ECB Guidelines"**), Foreign Exchange Management (Overseas Investment) Rules, 2022 and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 and all such other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, each as amended from time to time, issued by the GOI, the Reserve Bank of India (**"RBI"**), Ministry of Finance (Department of Economic Affairs), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (**"MCA"**), the Registrar of Companies, Karnataka at Bengaluru (**"RoC"**) the Securities and Exchange Board of India (**"SEBI"**), Stock Exchanges, and/ or any other regulatory/ statutory authorities, in India or abroad from time to time (hereinafter singly or collectively referred to as the **"Appropriate Authorities"**), to the extent applicable and subject to such approvals, permits, consents and sanctions of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include any duly constituted committee of the Board, thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of securities or instruments including but not limited to Equity Shares, securities convertible or exchangeable into such number of Equity Shares as the Board may decide, convertible debentures and/ or preference shares (compulsory and/ or optionally, fully and/ or partly) and/ or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity Shares,

and/or foreign currency convertible bonds ("**FCCB**") and/or foreign currency exchangeable bonds ("**FCEB**") which are convertible or exchangeable into Equity Shares at the option of the Company, and/or global depository receipts ("**GDRs**") and/or American depository receipts ("**ADRs**") and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not) secured/un-secured or any other equity based instrument or combination thereof (all of which are hereinafter referred to as "**Securities**"), or any combination thereof, in India or abroad in one or more tranches and/or one or more issuances simultaneously, whether in Rupee denomination or in denomination of one or more permissible foreign currencies, and/or any combination of any of the aforementioned securities, at such price and such terms and conditions as may be determined by the Board in accordance with the relevant provisions of the SEBI ICDR Regulations or other applicable laws, for an aggregate amount not exceeding ₹ 1,200.00 Crores (Rupees One Thousand Two Hundred Crores) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) further public issue(s), debt issue(s), preferential allotment(s), private placement(s), qualified institutions placement(s) ("**QIP**") in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations, and/or any other method as may be permitted under the applicable law, to such eligible investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers ("**QIBs**") (as defined in the SEBI ICDR Regulations), employees of the Company, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals, trustees or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion, to all or any of them, jointly or severally and, whether or not such investors are members of the Company, in course of domestic or international offerings, through issue of prospectus and/or letter of offer and/or placement document and/or private placement cum application letters and /or such other permissible/ requisite offer documents / writings / circulars / memoranda as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such

price, whether at prevailing market price(s) or at a premium or discount to market price, as the Board may deem fit, as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (**the "Issue"**) at the time of such issue and allotment of Securities pursuant to the Issue, considering the prevailing market conditions and other relevant factors, where necessary, in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such Issue.

RESOLVED FURTHER THAT in the event the proposed issuance and allotment of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations), shall be subject to the following:

- i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the SEBI ICDR Regulations;
- ii. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up except as may be permitted under the SEBI ICDR Regulations, and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii. the Eligible Securities proposed to be offered / issued / allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company, in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;
- iv. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the Act, the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;
- v. the Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time, except as

- may be allowed under the SEBI ICDR Regulations from time to time;
- vi. no single allottee shall be allotted more than fifty per cent of the Issue size or such other limit as may be permitted under applicable law and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
 - vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
 - viii. the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the convertible securities become eligible to apply for Equity Shares, as may be determined by the Board or the committee of the Board duly constituted to exercise its powers including powers conferred under this resolution or such date as may be permitted under SEBI ICDR Regulations, as amended from time to time;
 - ix. the issue and allotment of Eligible Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the Board may, at its absolute discretion and in consultation with the lead manager(s) / book running lead manager(s), may offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price;
 - x. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
 - xi. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
 - xii. application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;
 - xiii. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
 - xiv. no allotment shall be made, either directly or indirectly, to any person who is a Promoter, or any person related to Promoter in terms of the SEBI ICDR Regulations;
 - xv. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized, in case the Issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores); and
- RESOLVED FURTHER THAT** in case of issue of Eligible Securities, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments if the Company, pending allotment under this resolution:
- a. makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - b. makes a rights issue of Equity Shares;
 - c. consolidates its outstanding Equity Shares into a smaller number of shares;
 - d. divides its outstanding Equity Shares including by way of stock split;
 - e. re-classifies any of its Equity Shares into other securities of the issuer; and
 - f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
- RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, the Board or any committee of the Board duly constituted to exercise its powers including powers conferred under this resolution be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, submitting the listing applications, as the case may be, on one or more Stock Exchanges and/or internationally recognised stock exchanges and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals), filing of requisite documents/making declarations

with the MCA, RoC, RBI, SEBI and any other statutory/ regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board or any committee of the Board duly constituted to exercise its powers including powers conferred under this resolution, be and is authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Framework for issue of Depository Receipts notified by SEBI vide circular dated October 10, 2019 and such other circulars, notifications, clarifications, guidelines, rules and regulations issued by Appropriate Authority (including any statutory modifications, amendments or re-enactments thereof).

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the Equity Shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing of Securities thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any Appropriate Authorities including any conditions as may be prescribed in granting such approval or permissions by such Appropriate Authorities, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares or variation of the conversion price of the Eligible Securities or period of conversion of Securities into Equity Shares during the duration of the Equity Shares and other Eligible Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the issue, including the finalization and approval of the draft as well as final offer document(s), and any corrigenda thereto, as applicable, with any applicable regulatory / statutory / governmental authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Securities are to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the Issue to be monitored by a credit rating agency registered with SEBI, if applicable, in accordance with SEBI ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, undertakings, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/ conversion of the Securities, if any, and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint /engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, consultants, professional firms, escrow bankers and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to pay any commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute

all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby authorized to determine the form and terms of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate (to the extent permitted

by law) all or any of the powers conferred herein by this resolution to any committee of directors or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the issue.

Registered Office:

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

Place: Bengaluru

Date: August 20, 2024

By Order of the Board

Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary
Membership No. F5176

NOTES:

- 1) Ministry of Corporate Affairs ('MCA') vide its general circular no. 20/2020 dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and Circular No. 09/2023 September 25, 2023 (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 (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 42nd AGM of the Company is being held through VC/OAVM on September 26, 2024 at 03:00 p.m. (IST).
- 2) The deemed venue for the 42nd 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 Businesses as appearing in 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 42nd 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 42nd AGM of the Company.
- 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 42nd AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at info@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 shall not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key/senior managerial personnel and auditors.
- 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 dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.
- 10) The Board of Directors has recommended a dividend of ₹ 3.00 per equity share on equity Shares of the Company of face value ₹ 2/- each fully paid-up for the year ended March 31, 2024 for the approval of shareholders at the 42nd AGM.
- 11) 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 Friday, September 20, 2024 to September 26, 2024 (both days inclusive) for the purpose of payment of dividend.
- 12) 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 30 days from the date of AGM.
- 13) 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 01, 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).

- 14) 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.
- 15) In view of above MCA Circulars, SEBI vide its circular dated October 07, 2023 also relaxed from the requirement of sending hard copy of annual report to shareholders who have not registered their email address. In compliance of the same the Company has sent notice of AGM only through electronic mode to those shareholders whose e-mail addresses are registered with Company or its RTA. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and all other relevant circulars issued from time to time, the Notice calling the AGM has been uploaded on the website of the Company i.e., www.sansera.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Link Intime (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>.
- 16) 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.

- 17) Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 18) 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 Secretary of the Company at rajesh.modi@sansera.in.
- 19) 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.
- 20) In order to strengthen the dispute resolution mechanism for all disputes between a listed Company and/or registrars & transfer agents and its shareholder(s)/ investor(s), SEBI had issued a Standard Operating Procedure ('SOP') vide Circular dated May 30, 2022. As per this Circular, shareholder(s)/investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its RTA. Further, SEBI vide Circular dated July 31, 2023 (updated as on December 20, 2023), introduced the Online Dispute Resolution (ODR) Portal. Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company: <https://sansera.in/>
- 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 dematerialized 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
- 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 dematerialized 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 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 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.
- 29) Brief details of the directors, who are seeking appointment/ re-appointment, are annexed (Annexure

1) hereto as per the requirement of Regulation 36(3) of the Listing Regulations and the provisions of the Act.

30) **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 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.

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 at 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.

31) 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 09:00 am (IST) on Monday, September 23, 2024.

End of e-voting: Up to 05:00 pm (IST) on Wednesday, September 25, 2024.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled automatically 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, September 19, 2024. 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; Partners 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.
- X. Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 09, 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:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/ Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com>.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

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

1. Visit 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

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

Shareholders holding shares in **NSDL form, shall provide '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 ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - i. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form 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 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

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat 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 '**Corporate Body/ Custodian/ Mutual Fund**' tab and further Click '**forgot password?**'
- o Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

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> & click on "**Login**".

- ▶ 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).

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

1. Shareholders who would like to speak during the meeting must register their request with the Company.
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 shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember to speak serial number and start your conversation with panellist 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 General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer 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 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 General Meeting will be eligible to attend/ participate in the 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.

Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on "Login".

► 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).

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

1. Shareholders who would like to speak during the meeting must register their request with the Company.
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 panellist, via active chat-board during the meeting.

5. Please remember speaking serial number and start your conversation with panellist 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 General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer 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:

- a) Shareholders/ Members, who will be present in the 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 General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- b) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- c) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 4 TO 9 GIVEN HEREUNDER AND THE SAME FORMING PART OF THE NOTICE.

ITEM NO. 4:

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 its cost records audited by the Cost Accountant. Based on the recommendation of the Audit Committee, the Board at its meeting held on 26th March, 2024, 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 2024-25 at a remuneration not exceeding ₹ 3,00,000/- (Rupees Three Lakh Only) plus applicable taxes, out-of-pocket and other expenses. This remuneration has been determined by the Board based on the industry standards, time and effort required for the audit process, and the scope of the cost audit. The Board considers this remuneration to be fair and reasonable, commensurate with the size and nature of operations of the Company.

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. 4 of the Notice to comply with the statutory provisions and to ensure transparent corporate governance practices. This will enable the Company to carry out the mandatory cost audit and fulfil its legal obligations.

M/s. Rao, Murthy and Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have a 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. 4 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. 5, 6, 7:

APPROVAL FOR INCREASING FIXED COMMISSION PAYABLE TO NON- EXECUTIVE INDEPENDENT DIRECTORS

The Company's Non-Executive Independent Directors are professionals with high level of expertise and rich

experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Board proposes to increase the fixed commission payable to Independent Directors to ₹ 30,00,000.00 per annum. This increase reflects the growing responsibilities, time commitment, and valuable contributions of our Independent Directors in guiding the Company's long-term growth strategy. The proposed remuneration is competitive with peer companies in our industry and aims to attract and retain high-calibre individuals essential for effective corporate governance. The increase also acknowledges the expanded regulatory landscape, and the critical role Independent Directors play in ensuring compliance and risk management. The uniform increase to ₹ 30 Lakhs for all the Independent Directors ensures parity and acknowledges their equal importance to our governance structure. This adjustment in compensation demonstrates our commitment to fair and transparent governance practices while aligning with market standards. The Board believes this increase is in the best interest of the Company and its stakeholders, ensuring continued access to diverse expertise crucial for sustainable growth.

Pursuant to Section 149(9) of the Companies Act, 2013 including amendments if any, an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to increase annual fixed commission for a period of their term effective from April 01, 2024 as stated in the resolution, subject to the condition that total commission in aggregate does not exceed one per cent (1%) of the net profits of the Company for each Financial Year.

In accordance with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company.

In view of the above, the resolution at Item No. 5, 6 and 7 of the notice is placed before the members for their approval as an Ordinary Resolution.

Except the Independent Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the said resolution set out in items no. 5, 6 and 7.

ITEM NO. 8:**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Board of Directors at its meeting held on August 20, 2024 approved, subject to approval of shareholders and in compliance to the provisions of the Companies Act, 2013 including applicable rules/ regulations to increase the Authorised Share Capital of the Company from ₹ 23,00,00,000.00 divided into 6,25,00,000 Equity Shares of ₹ 2/- each, 3,00,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 7,50,000 Series B compulsorily convertible preference shares of ₹ 100/- each to ₹ 30,50,00,000.00 (Rupees Thirty Crores and Fifty Lakhs Only) divided into 10,00,00,000 Equity shares of ₹ 2/- each, 3,00,000 Series A compulsorily convertible preference shares of ₹ 100/- each and 7,50,000 Series B compulsorily convertible preference shares of ₹ 100/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The proposed increase in authorized share capital is necessary to facilitate the issuance of additional equity shares. This will provide the company with greater flexibility to raise capital for future growth opportunities, strategic investments, or strengthening our financial position. By increasing only, the equity share capital component, we aim to maintain the current structure of our compulsory convertible preference shares while expanding our ability to access equity funding as and when needed, subject to applicable provisions of the Companies Act, SEBI Regulations including amendments, modifications if any.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting under Section 13 and 61 of the Companies Act, 2013.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours and would be made available on our Company's website www.sansera.in.

The Board recommends the resolutions set forth in the Item No. 8 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.

ITEM NO. 9:**TO CONSIDER AND APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES BY WAY OF A QUALIFIED INSTITUTIONS PLACEMENT BASIS OR THROUGH ANY OTHER MODE PERMITTED UNDER LAW**

The Company is in expansion phase and foresees opportunities for growth, as it continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth on a consolidated basis and would require funds for achieving such growth and expansion. This would require sufficient resources including funds to be available and to be allocated, from time to time. The generation of internal funds may not always be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for raising funds by way of public issue or private offerings including by one or more qualified institutions placement to eligible investors through issuance of Equity Shares or other Securities, in one or more tranches, and use the proceeds from such Issue for meeting the fund requirements for its capital expenditure, working capital requirements, refinancing or repayment or prepayment of the existing borrowings of the Company and/ or its subsidiaries, investment in subsidiaries, investment in organic and inorganic opportunities for backwards and forward integration and, for any other purpose or object, as may be determined by the Board and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors of the Company ("**Board**" which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on August 20, 2024, in order to fulfil the aforesaid objects, have considered and approved seeking approval of the shareholders to enable raising of funds by way of issuance (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, of equity shares having a Face Value ₹ 2 each ("**Equity Shares**"), and / or securities convertible or exchangeable into such number of Equity Shares as the Board may decide, convertible debentures and/or preference shares (compulsory and/or optionally, fully and/or partly) and/or warrants with or without non-convertible debentures with the rights exercisable by the warrant holders to exchange such warrants with Equity

Shares, and/or foreign currency convertible bonds ("**FCCB**") and/or foreign currency exchangeable bonds ("**FCEB**") which are convertible or exchangeable into Equity Shares at the option of the Company, and/or global depository receipts ("**GDRs**") and/or American depository receipts ("**ADRs**") and/or any other financial instruments/ securities convertible into and/or linked to Equity Shares (including warrants (detachable or not) secured/un-secured or any other equity based instrument or combination thereof (all of which are hereinafter collectively referred to as "**Securities**"), in India or abroad, in one or more tranches and/or one or more issuances simultaneously, whether in Rupee denomination or in denominations of permissible foreign currencies, in the course of domestic or international offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) or book running lead manager(s) and/ or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 1200 Crores (Rupees One Thousand and Five Hundred Crores) (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law further public issue(s), debt issue(s), preferential allotment(s), private placement(s), including Qualified Institutions Placement(s) ("**QIP**") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or amendments thereof) ("**SEBI ICDR Regulations**") and/or any other method as may be permitted under the applicable law. The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors, including eligible Qualified Institutional Buyers ("**QIBs**") (as defined in the SEBI ICDR Regulations), existing members, employees of the Company, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, stabilizing agents, pension funds, insurance companies and/or any other categories of investors who are authorized to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013, including rules

made thereunder, each as amended (the '**Act**') and other applicable guidelines, notifications, rules and regulations (the "**Issue**").

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange Limited and BSE Limited (together with National Stock Exchange Limited, the "**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs ("**MCA**"), Government of India, Registrar of Companies, Karnataka at Bengaluru, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the issue of Securities is made through a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations) shall be subject to the following:

- i. the allotment of Eligible Securities (or any combination of Securities as maybe decided by the Board) shall only be made to QIBs as defined under SEBI ICDR Regulations;
- ii. the Eligible Securities shall be offered, issued and allotted on fully paid-up basis except as may be permitted under the SEBI ICDR Regulations, in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company;
- iii. the Eligible Securities proposed to be offered, issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws;
- iv. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution or such other time as may be allowed under the Act, the SEBI ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until two weeks after the prior QIP;
- v. the Eligible Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;

- vi. no single allottee shall be allotted more than 50% of the Issue size or such other limit as may be permitted under applicable law and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
- vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
- viii. the "Relevant Date" for the purposes of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof, decides to open the issue for the proposed QIP of Equity Shares as Eligible Securities, and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue of such convertible securities or the date on which holders of such convertible securities become entitled to apply for Equity Shares as may be determined by the Board or the committee of the Board duly constituted to exercise its powers including powers conferred under this resolution or such date as may be permitted under the SEBI ICDR Regulations;
- ix. the issue and allotment of Eligible Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ("**QIP Floor Price**") and the price determined shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board may, at its absolute discretion and in consultation with the lead managers or book running lead managers, offer a discount of not more than 5% (five percent) or such other percentage as may be permitted under applicable law to the QIP Floor Price;
- xi. a minimum of 10% of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- xii. the tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment;
- xiii. application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;
- xiv. no allotment shall be made, either directly or indirectly, to any person who is a Promoter or any person related to Promoters in terms of the SEBI ICDR Regulations;
- xv. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
- xvi. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized, in case the Issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores).

Further, as per Section 62(1)(c) of the Act, a company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing members of the Company, either for cash or for a consideration other than cash, subject to prior approval of the Members by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares of the Company to the existing Members or to persons other than existing Members of the Company, approval of the Members of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of SEBI ICDR Regulations. The Equity Shares to be allotted pursuant to the Issue shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

In terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its members by way of a Special Resolution. Consent of the Members would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), for issuance of Securities.

The Equity Shares to be allotted, if any under the Issue, would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or amendments thereof ("**FEMA**"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As

and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations. There would be no change in control pursuant to the said issue.

The Resolution further seeks to empower the Board to undertake a QIP with QIBs as prescribed by SEBI ICDR Regulations. The Board may, in their discretion, adopt the mechanism as prescribed under Chapter VI of the SEBI ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders.

None of the Promoters, members of the Promoter Group, Directors, Key Managerial Personnel and members of the Senior Management of the Company or their relatives are

directly or indirectly concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolutions set forth in the Item No. 9 of the Notice for approval of the Members as a Special Resolution.

Registered Office:

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

By Order of the Board

Sansera Engineering Limited

Rajesh Kumar Modi
Company Secretary
Membership No. F5176

Place: Bengaluru

Date: August 20, 2024

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 42ND AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Mr. Subramonia Sekhar Vasan
DIN	00361245
Date of Birth and Age	March 02, 1953 (71 years)
Date of First Appointment on the Board	December 15, 1981
Qualifications	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.
Relationship between Directors inter-se	Not related to any Directors of the Company
Experience & Expertise in specific functional areas/ brief resume	He has been a Director of the Company since incorporation. He holds a bachelor's degree in technology from IIT, Madras and a post graduate diploma from IIM, Bangalore. He has over 43 years of professional experience in the field of technology, engineering, quality, manufacturing etc.
Directorships held in other Public Companies (excluding Foreign Companies)	Nil
Names of listed entities from which the director has resigned in the past three years	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	1,02,49,531
No. of Board Meetings attended during 2023-24	6
Terms and conditions of appointment / reappointment	As per the resolution approved by the shareholders at 38 th AGM of the Company held on December 24, 2020 and subsequent amendment by the shareholders in the last AGM held on September 08, 2023.
Remuneration last drawn in financial year 2023-24	₹ 24.89 mn
Details of Remuneration sought to be paid	₹ 24.89 mn