

CIN No.: L51502DL2003PLC119052



08<sup>th</sup> May, 2023

To  
**BSE Limited,**  
P.J. Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Scrip Code: 539402**

Dear Sir/Madam,

**Sub: Submission of Notice of Postal Ballot**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, May 05, 2023.

The voting period will commence from Tuesday, May 09, 2023 at 9.00 a.m. IST and end on Thursday, June 08, 2023 at 5.00 p.m. IST

Kindly take the same on record and oblige.

Yours faithfully,

**FOR VAKSONS AUTOMOBILES LIMITED**

**MUSKAN  
KACHHAWAHA**

Digitally signed by MUSKAN KACHHAWAHA  
DN: c=IN, o=Personal, postalCode=342024,  
st=Rajasthan,  
serialNumber=ABB54A820D8B7D7131E252C  
D5B752B977C35D044130823925DBFACCD0  
1517D95, cn=MUSKAN KACHHAWAHA  
Date: 2023.05.08 18:48:34 +05'30'

**Muskan Kachhawaha**  
**(Company Secretary & Compliance Officer)**

**Encl: As below**



**VAKSONS FORCE**

**(Vaksons Automobiles Ltd.)**  
**(Formerly known as Vaksons Automobiles Pvt. Ltd.)**  
An ISO 9001:2008 Certified Company

Authorised Dealer: LCVs > MUVs > SCVs

Corp. Off: A-Block, Saksham Residents Complex, Noida, U.P. India. Phone: 9354433999-9315033555  
Telefax: 0120-2218572  
Regd. Off: 105, 1st Floor, Barodia Tower, D-Block, Prashant Vihar, New Delhi-110085  
E-mail: vakson.force@gmail.com; Website: www.vaksonsautomobiles.in



**VAKSONS AUTOMOBILES LIMITED**

**Corporate Identity No. (CIN): L51502DL2003PLC119052**

**Regd. Office:** 105, 1st Floor, Barodia Tower, Plot No 12, D Block Central Market Prashant Vihar  
New Delhi-110085

**Tel:** 0260-3255493;

**Email:** [info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com) ; **Website:** <http://vaksonsautomobiles.com/>

**NOTICE OF POSTAL BALLOT**

Dear Shareholder(s),

**NOTICE** is hereby given to the Members of Vaksons Automobile Limited (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020 10/2021 dated June 23, 2021, 20/2021 dated December

8, 2021, 3/2022 dated May 5, 2022 and 11/2022 and dated December 28, 2022 (the “MCA Circulars”) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws and regulations, that the following special business is proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means (“e-voting”) and voting by Postal Ballot Paper.

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. by Thursday, 08<sup>th</sup> June, 2023.

**SPECIAL BUSINESS:**

registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee / Board of Directors /Company Secretary of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company.”

**4) APPOINTMENT OF ABHIJEET SONAWANE (DIN 09694063) AS WHOLE-TIME DIRECTOR & CFO**

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

“**RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee /Board of Directors of the Board of Directors of the Company at its meeting held on 05<sup>th</sup> May, 2023 Mr. Abhijeet Sonawane (DIN: 09694063), be and is hereby appointed as the Managing Director and CFO of the Company with effect from 05<sup>th</sup> May, 2023 for a period of 5 (Five) years, i.e. up to 04<sup>th</sup> May, 2028 on the following terms and conditions:

<b>Recognition or awards</b>	NIL
<b>Remuneration proposed</b>	Upto Rs. 25,00,000/-
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Not Applicable

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mr. Abhijeet Sonawane, the Managing Director & CFO, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during his term of office without being required to seek any fresh approval of the shareholders of the Company and the decision of the Nomination and Remuneration Committee shall be final and conclusive in that regard.

**RESOLVED FURTHER THAT** Mr. Abhijeet Sonawane, the Managing Director & CFO, shall be liable to retire by rotation in terms of the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee / Board of Directors /Company Secretary of the Company be and is hereby authorised to finalise other terms of appointment and scope of work as may be in the overall interest of the Company.”

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and is hereby authorized to file Form DIR-12 with the Registrar of Companies, to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution.”

**6) TO APPROVE THE CHANGE OF NAME OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13(2), 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force), and subject to any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government Stock Exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to all other necessary approvals, consent, sanction and permission as may be required under any other laws, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from Vaksons Automobiles Limited to Naksh Metals Limited and or/ Naksh Enterprises Limited or any other names as available from the concerned authorities.

**RESOLVED FURTHER THAT** upon receipt of the fresh Certificate of Incorporation form the Registrar of Companies(MCA) consequent to change of name of the Company, the Name Clause of the Memorandum of Association of the Company shall be altered accordingly.

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association

**Clause III(A): To carry on the business of importers, exporters, manufacturers, purchasing, processing, buyers, sellers, dealers, distributors, wholesalers, retailers, commission agents, traders, assemblers, designers, cutters, polishers, and labour job in all kind of metals, gold, silver including gold and silver jewellery, ornaments, utensils, cut and uncut diamonds, including industrials grades, precious stones, semi-precious stone, pearls and diamonds studded jewellery ornaments, pearl and diamonds jewellery, trading of metal and casting etc and other valuable articles.**

The existing Objects incidental and ancillary to the attainment of the main Objects will be altered according to the new main Objects of the Company.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the concerned ROC and other applicable statutory authorities.”

**8) TO APPROVE SALE AND / OR DISPOSAL OF THE BUSINESS BY SALE OF SHARES OF SUBSIDIARY COMPANY.**

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, and the relevant rules made thereunder, (including any statutory modifications, amendments or re-enactments of any of them for the time being in force), the Memorandum and Articles of Association of the company and subject to other requisite approvals to the extent necessary as may be required, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell entire “Vaksons Metaplast Private Limited.”, a subsidiary company to Mr. Atul Jain and Mrs. Vandana Jain for Rs.1,83,70,000 on such other terms and conditions, if any as may be approved by the Board.

**RESOLVED FURTHER THAT** for the purpose of implementation of this resolution, any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matter and things, including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/ sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

**9) TO AUTHORISE THE BOARD TO ENTER INTO RELATED PARTY TRANSACTION AT ARM'S LENGTH PRICE AS MENTIONED UNDER SECTION 188 OF COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (subject to any modification and re-enactment thereof), read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014, and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorise the Board of Directors to enter into any contracts/ arrangements/ agreements or transactions respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any

office or place of profit in the Company or reimbursement of any transaction or any other transaction, whether material or not, for Financial Year 2023-24 with the following related party as mentioned under the Act, upto a maximum amount as per details provided hereunder:

S.No.	Name of the Party	Relation with Company	Nature of Transaction	Amount upto(per annum)
1	Sneha Vispute	Director/Promoter	Unsecured Loan	Rs. 15,00,00,000
2	Abhijeet Sonawane	Director/Promoter	Unsecured Loan	Rs. 15,00,00,000
3	Abhijeet and Sarvesh Jewellers (Proprietorship of Abhijeet)	Promoter Group	Unsecured Loan	Rs. 15,00,00,000
4	Abhijeet and Sarvesh Jewellers	Promoter Group	Purchase of goods/property	Rs. 20,00,00,000
5	Abhijeet and Sarvesh Jewellers	Promoter Group	Sales of goods/property	Rs. 20,00,00,000

**RESOLVED FURTHER THAT** any Director of the Company and/or Company Secretary be and are hereby jointly and severally authorised to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

**10) TO TAKE UNSECURED LOAN WITH AN OPTION TO CONVERT INTO EQUITY SHARES AT LATER STAGE**

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

**“RESOLVED THAT** pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and in accordance with the Memorandum and Articles of Association of the Company and applicable regulations and subject to all such approval(s), consent(s), permission(s), sanction(s), if any, of appropriate statutory, governmental and other authorities and departments in this regard and subject to such condition(s) and modification(s) as may be prescribed or imposed, while granting such approval(s), consent(s), permission(s) or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution), on the terms and conditions contained in the financing documents, such terms and conditions to provide, inter alia, to convert the whole or part of the outstanding loans of the Company (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not), (as already stipulated or as may be specified by the Financial Institutions/Banks and anybody corporate entity(ies) under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed) by the Company under the lending arrangements with various Banks, Financial Institutions and any body /corporate entity(ies), (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders i.e. Mrs. Sneha Vispute and Mr. Abhijeet Sonawane, the loans (hereinafter referred to as the “Financial Assistance”), into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable law and in the manner specified in a notice in writing to be given by them to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- i. the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistance;
- ii. on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, allot and issue the requisite number of fully paid-up equity shares to the Lenders or any other

- person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- iii. the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment instalments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so allotted and issued to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
  - iv. In the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, and list the shares in the Stock exchanges where Company's shares are presently listed and for the said purpose the Company shall take all such steps as may be necessary to ensure that the equity shares are listed in the Stock Exchanges.
  - v. The loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations at the time of such conversion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistance, from time to time, with an option to convert the Financial Assistance into equity shares of the Company any time during the currency of the Financial Assistance, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all ~~.....such other acts, deeds, matters and things in connection with or incidental thereto as the Board in its absolute~~ discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

#### **11) TO APPROVE SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER**

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

“**RESOLVED THAT** subject to the provisions of section 12, 13(4) and all other applicable provisions, if any of

and subject to the approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the shareholders be and is hereby accorded for shifting of the Registered Office of the Company from the “105, 1st Floor, Barodia Tower, Plot No 12, D Block Central Market, Prashant Vihar, New Delhi, Delhi-110085” to “Office No. S03, 2<sup>nd</sup> floor, D-15, Sector 3, Noida- 201301, Uttar Pradesh.”

**RESOLVED FURTHER THAT** subject to the aforementioned approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

**“II. The Registered Office of the Company will be situated in state of Uttar Pradesh”**

**RESOLVED FURTHER THAT** upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of Delhi to Uttar Pradesh.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard, if required, as it may in its absolute discretion deem it necessary or desirable.”

By Order of the Board of Directors  
**For VAKSONS AUTOMOBILES LIMITED**

**Registered Office:**

20105, Barodia Tower, 1st Floor, Plot No  
12, D Block, Central Market, Prashant  
Vihar, New Delhi, Delhi, 110085

**Website:** <http://vaksonsautomobiles.com/>

**Email:** [info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com)

**Place:** Delhi

**Date:** 08<sup>th</sup> May, 2023

Sd/-  
**Atul Kumar Jain**  
**Managing Director**  
**DIN: 00004339**

## NOTES:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members**, whose email addresses are registered with the Company or with the ~~depository(ies)/depository participants and whose names appear in the register of members/list of beneficial~~ owners as on the Cut-off date i.e., Friday, 05<sup>th</sup> May, 2023. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with **Cameo Corporate Services Ltd**, Registrar and Transfer Agent of the Company, by writing them on [investor@cameoindia.com](mailto:investor@cameoindia.com)
3. The Notice shall also be uploaded on the website of the Company National Securities Depository Limited (“NSDL”) and BSE Limited. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. in compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, 05<sup>th</sup> May, 2023 being the ‘cut-off date’ fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
5. The voting period will commence from Tuesday, 09<sup>th</sup> May, 2023 at 9.00 a.m. IST and end on Thursday, June 08, 2023 at 5.00 p.m. IST. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The facility for voting through ballot paper is also available and the members who have not cast their vote by remote e-voting may exercise their right through ballot paper (which forms part of this Notice) and send to company on [info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com) latest by 08<sup>th</sup> June, 2023 (any ballot forms received after 05:00 p.m. will not be considered valid and disposed off)
8. The Board of Directors of the Company has appointed Mr. Jigarkumar Gandhi, Practising Company Secretary (FCS 7569, CP 8108), as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Saturday, 10<sup>th</sup> June, 2023. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 08<sup>th</sup> June, 2023, being the last date specified by the Company for e-voting.
10. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website and on the website of NSDL.
11. The Instructions for Members for e-voting are as under:

## **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to access

<https://eservices.nsdl.com>

<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

<https://www.evoting.nsdl.com/>

NSDL Mobile App is available on

App Store Google Play



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website  
**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related login through Depository i.e. NSDL and CDSL**

[evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 or 022-23058542-43

## **B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [jigar.gandhi@jngandco.in](mailto:jigar.gandhi@jngandco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e- voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call ontoll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Registered Office:**

20105, Barodia Tower, 1st Floor, Plot No  
12, D Block, Central Market, Prashant  
Vihar,, New Delhi, Delhi, 110085

**Website:**<http://vaksonsautomobiles.com/>

**Email:** [info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com)

**Place:** Delhi

**Date:** 08<sup>th</sup> May, 2023

By Order of the Board of Directors  
**For VAKSONS AUTOMOBILES LIMITED**

Sd/-  
**Atul Kumar Jain**  
Managing Director  
DIN: 00004339

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

**ITEM NO. 01- REGULARISE APPOINTMENT OF MR. VINIT UMEDMAL PICHA (DIN: 07108292) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

Mr. Vinit Umedmal Picha was appointed as Non-Executive Independent Director w.e.f March 10, 2023 for a period of five years upto March 09, 2028. The Board of Director of the Company ("Board"), at its meeting held on March 10, 2023 has subject to approval of members, appointed Mr. Vinit Umedmal Picha as Non-Executive Independent Director, for a period of 5 (five) years with effect March 10, 2023 upto March 09, 2028.

The Nomination Committee of the Board of Director, recommends appointment of Mr. Vinit Umedmal Picha as a Non-Executive Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Mr. Vinit Umedmal Picha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, Mr. Vinit Umedmal Picha was appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members on Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members as Special Resolution

<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	At par
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Not Applicable

### **III. OTHER INFORMATION**

<b>Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement</b>	Not Applicable
<b>Expected increase in productivity and profits in measurable terms.</b>	Good

### **IV. DISCLOSURES**

<b>Remuneration package</b>	As mentioned in the Resolution
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No directors, key managerial personnel, manager or their relatives is interested or concerned in the above resolution except Mrs. Sneha Vispute.

Details of Mrs. Sneha Vispute is provided in the "Annexure A" to the Notice.

Save and except the Mrs. Sneha Vispute herself and Abhijeet Sonawane, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members as Special Resolution.

#### **ITEM NO. 04- APPOINTMENT OF ABHIJEET SONAWANE (DIN 09694063) AS WHOLE-TIME DIRECTOR & CFO**

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mr. Abhijeet Sonawane (DIN: 09694063) in the meeting held on May 05, 2023 with effect from 05 May, 2023. He was appointed as Whole-Time Director and CFO for a period of 5 years, with effect from May 05, 2023 till 04 May 2028, subject to approval of the members.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and the relevant SEBI Regulations and recommended his appointment as the Managing Director of the Company with effect from May 05, 2023 for 5 years.

The Company had received consent letter from Mr. Abhijeet Sonawane (DIN: 09694063) to act as a Whole-Time Director and CFO of the Company.

Mr. Abhijeet Sonawane (DIN: 09694063) shall be entitled to the remuneration, as decided by the Nomination and Remuneration Committee from time to time and which shall not exceed up to Rs. 25,00,000 and or as per schedule V of the Companies Act, 2013 and rules specified thereunder, for the 3 years from May 05, 2023.

Following are the disclosures pursuant to provisions of Schedule V of the Companies Act, 2013.

#### **I. GENERAL INFORMATION**

<b>Nature of Industry</b>	Automobiles
<b>Date of commencement of commercial production</b>	Not Applicable

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	<b>Particulars (in Rs.)</b>	<b>2020-2021</b>	<b>2021-2022</b>
	Sales	30,87,000	54,91,000
	Profit/Loss	(33,74,000)	3,99,000
	Equity Capital	10,52,05,000	10,52,05,000
	Reserves and Surplus	(4,61,56,000)	(4,57,56,000)
Foreign investments or collaborations, if any.	Nil		

## II. INFORMATION ABOUT THE APPOINTEE

<b>Background Details</b>	Mr. Abhijeet Sonawane has done Diploma in Commerce. He has experience of 15 years in the family business of Gold, Silver, Gems, Stone trading.
<b>Past Remuneration</b>	No remuneration is payable to him by the Company.
<b>Job profile</b>	Whole-Time Director & CFO
<b>Recognition or awards</b>	NIL
<b>Remuneration proposed</b>	As mentioned in the resolution
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	At par
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</b>	Not Applicable

## III. OTHER INFORMATION

<b>Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement</b>	Not Applicable
<b>Expected increase in productivity and profits in measurable terms.</b>	Good

## IV. DISCLOSURES

<b>Remuneration package</b>	As mentioned in the Resolution
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Details of Mr. Abhijeet Sonawane is provided in the "Annexure A" to the Notice.

Save and except the Abhijeet Sonawane, himself and Mrs. Sneha Vispute, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members as Special Resolution.

### **ITEM NO. 05- RATIFICATION OF APPOINTMENT OF MS. RADHIKA VILAS KHAROTE (DIN:09769977) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

Ms. Radhika Vilas Kharote is proposed to ratify the appointment as Non-Executive Independent Director w.e.f November 09 2022 for a period of five years upto November 08 2027. The Board of Directors of the Company (the "Board"), at its meeting held on November 09, 2022, has subject to approval of members, proposed to appoint Ms.

Radhika Vilas Kharote as Independent Director, for a period of 5 (five) years with effect November 09, 2022 upto November 08, 2027.

The Nomination Committee of the Board of Director, recommends appointment of Ms. Radhika Vilas Kharote as an Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Ms. Radhika Vilas Kharote is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director along with her Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, it is proposed to ratify the appointment of Ms. Radhika Vilas Kharote as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years on the Board of the Company.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends this resolution for the approval of the members as Special Resolution.

#### **ITEM NO. 06- TO APPROVE THE CHANGE OF NAME OF THE COMPANY**

The Company is presently engaged in the business of buying, selling, re-selling, sub contracting, importing, exporting, improving, distributing, servicing, repairing, stocking, supplying, leasing, whole selling, retailing, cleaning, job working and to deal in all descriptions, specifications, systems , models, shapes, sizes. dimensions, capacities, applications and uses of trucks, trawlers, tankers, tractors, motor-lorries, motor cycles, cycle cars, race cars, scooters, buses, omnibuses. Utilities, jeeps, defence, vehicles, ambulances, tempos, vans, locomotives, tanks, mopeds, motor cars, three wheelers and other vehicles for transporting passengers, goods and animals whether propelled or used by any form of power including petrol, oil, gas, petroleum spirit, steam, gas, vapour, electricity. battery, solar energy, atomic energy, wind energy and sea energy.

The Company now wants to change its business line and will carry on business of importers, exporters, manufacturers, purchasing, processing, buyers, sellers, dealers, distributors, wholesalers, retailers, commission agents, traders, assemblers, designers, cutters, polishers, and labour job in all kind of metals, gold, silver including gold and silver jewellery, ornaments, utensils, cut and uncut diamonds, including industrials grades, precious stones, semi-precious stone, pearls and diamonds studded jewellery ornaments, pearl and diamonds jewellery, trading of metal and casting etc and other valuable articles.

To reflect more accurately the true nature of the Company's product and business activities, the Company proposes to give it a new name and identity that reflects the genesis of the business, therefore it is proposed to change its' name to name which seems similar to the Business and has accordingly proposed to MCA names Naksh Metals Limited and or/ Naksh Enterprises Limited or any other names as available from the concerned authorities in the Board of Directors at its meeting held on 05.05.2022. It has approved the change of name as proposed in the resolution and subsequently the Company is yet to obtain necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 201 3.

The provisions of Section 13(2) of the Companies Act, 201 3, inter-alia requires the approval of the shareholders by means of special resolutions for change of name and consequential amendment in Memorandum and Articles of Association of the Company, therefore the Board of Directors has recommended the resolution to be passed by the shareholders in the interest of the Company.

None of the directors, promoters and Key Managerial Personnel are in any way concerned or interested in the foregoing resolutions.

**ITEM NO. 07- TO APPROVE THE CHANGE IN OBJECT CLAUSE OF THE COMPANY.**

With the change in Management of the Company pursuant to Open Offer by Company the company is changing its

Company are further requested to note that Section 186(1)(a) of the Companies Act, 2013 mandates that the Directors of the company shall exercise the power to sell the company, only with the approval of the members of the Company by way of a special resolution.

The Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the passing of the Resolution at Item No 8 of the accompanying Notice except to the extent of their shareholding in the Company.

of the Company  
Board of Directors  
members of

None of the  
in the passing  
in the company

**ITEM NO. 09- TO AUTHORISE THE BOARD TO ENTER INTO RELATED PARTY TRANSACTION AT ARM'S LENGTH PRICE AS MENTIONED UNDER SECTION 188 OF COMPANIES ACT, 2013**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealing with the related parties of the Companies. The provisions of Companies Act, 2013 read with Regulation 23 of SEBI (LODR) Regulation, 2015 governs the related party transaction for entering into any contracts, transactions or arrangements with the related parties, the Company obtains shareholder's approval as prescribed in Rule 15 of the Companies (Meeting of Boards and its Power) Rule, 2014 in the following matters:

- (a) sale, purchase or supply of any goods or materials;
- (b) selling or otherwise disposing of, or buying, property of any kind;
- (c) leasing of property of any kind;
- (d) availing or rendering of any services;
- (e) appointment of any agent for purchase or sale of goods, materials, services or property;
- (f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- (g) underwriting the subscription of any securities or derivatives thereof, of the company

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions no. 9 whether the entity is a Related Party to the particular transaction or not.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions, as set out at Item No. 9 of the Notice, except to the extent of their Directorship/shareholding in the Group Entities.

The Board recommends this resolution for the approval of the members as Special Resolution.

**ITEM NO. 10- TO TAKE UNSECURED LOAN WITH AN OPTION TO CONVERT INTO EQUITY SHARES AT LATER STAGE**

The Company is required to pass Special Resolution under Sec 62(3) or Sec 42 and any other applicable provisions of the Companies Act, 2013 and Rules framed thereunder to provide an option to convert the outstanding loans into equity shares of the Company availed from Mrs. Sneha Vispute and Mr. Abhijeet Sonawane (Lenders) amounting to Rs. 15.00 Crore each upon such terms and conditions as may be determined by the Board and at such a price to be determined in accordance with the applicable SEBI Regulations at the time of conversion.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions, as set out at Item No. 10 of the Notice, except to the extent of their Directorship/shareholding in the Group Entities.

The Board recommends this resolution for the approval of the members as Special Resolution.

**ITEMS NO. 11- 11) TO APPROVE SHIFTING OF REGISTERED OFFICE FROM ONE STATE TO ANOTHER**

The Registered Office of the Company is presently situated in 105, 1st Floor, Barodia Tower, Plot No.12, D Block Central Market, Prashant Vihar, New Delhi-110085. It is proposed to shift the Registered Office of the Company in the State of Uttar Pradesh for ease of new administration and to enable the Company to handle its business activities more efficiently and run its business more economically, effectively and conveniently. The shifting of the Registered Office as aforesaid would in no way be detrimental to the interest of any member of the public, employees, shareholders and associates of the Company in any manner.

The Board of Directors in their meeting held on 04.05.2023 have approved the shifting of the Registered Office subject to the approval of Shareholders, Central Government and other requisite approvals.

Pursuant to the provisions of Section 12, 13 and 110 of the Companies Act, 2013 and the Rules thereunder, shifting of the Registered Office of the Company from one State to another and consequent alterations to the Memorandum

of Association of the Company requires the approval of the members by way of Special Resolution, which would be subject to the approval of Regional Director or Central Government. Further pursuant to the provisions of section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Special Resolution of shifting of Registered Office of the Company from one State to another is required to be passed by way of Postal ballot.

Subsequent to the approval of the members, the requisite application will be made to the concerned statutory authorities including inter-alia Regional Director / Central Government / Ministry of Corporate Affairs for the permission/approval of the change of the place of the Registered Office.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise in this resolution, except as Members to the extent of their shareholding in the Company.

The Board recommends this resolution for the approval of the members as Special Resolution.

**ANNEXURE A****PROFILE OF DIRECTOR**

Pursuant to regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the particulars of Directors proposed to be appointed is given below.

<b>PARTICULARS</b>	<b>RADHIKA VILAS KHAROTE</b>
<b>Current Position</b>	Non-Executive Independent Director
<b>Age:</b>	24 years
<b>Qualification:</b>	Bachelor of Pharma
<b>Experience:</b>	3-4 years
<b>Expertise in specific functional areas</b>	Pharmacist with experience of 3-4 years
<b>Date of first Appointment:</b>	09.11.2022
<b>Number of Board Meetings attended during the year:</b>	3
<b>Shareholding in the Company:</b>	0

<b>Relationship with Other Directors:</b>	None
<b>Other Directorships:</b>	None
<b>Memberships / Chairmanship of Committees:</b>	1

<b>PARTICULARS</b>	<b>VINIT UMEDMAL PICHA</b>
<b>Current Position</b>	Non-Executive Independent Director
<b>Age:</b>	42 years
<b>Qualification:</b>	Bachelor in Commerce
<b>Experience:</b>	More than one decade
<b>Expertise in specific functional areas</b>	Real Estate Sector and Rice Manufacturing Process
<b>Date of first Appointment:</b>	10.03.2023
<b>Number of Board Meetings attended during the year:</b>	1
<b>Shareholding in the Company:</b>	0
<b>Relationship with Other Directors:</b>	None
<b>Other Directorships:</b>	None
<b>Memberships / Chairmanship of Committees:</b>	3

<b>PARTICULARS</b>	<b>SUBHASHCHANDRA MALWADKAR</b>
<b>Current Position</b>	Non-Executive Independent Director
<b>Age:</b>	82 years
<b>Qualification:</b>	L.L.M & M.S.C in Physics
<b>Experience:</b>	More than 50 years
<b>Expertise in specific functional areas</b>	Practising Lawyer
<b>Date of first Appointment:</b>	10.03.2023
<b>Number of Board Meetings attended during the year:</b>	1
<b>Shareholding in the Company:</b>	0
<b>Relationship with Other Directors:</b>	None
<b>Other Directorships:</b>	None
<b>Memberships / Chairmanship of Committees:</b>	3

<b>PARTICULARS</b>	<b>SNEHA VISPUTE</b>
<b>Current Position</b>	Managing Director
<b>Age:</b>	35 years
<b>Qualification:</b>	Diploma in Interior Designing

<b>Experience:</b>	15 years
<b>Expertise in specific functional areas</b>	Interior Designer
<b>Date of first Appointment:</b>	05.05.2023
<b>Number of Board Meetings attended during the year:</b>	1
<b>Shareholding in the Company:</b>	0
<b>Relationship with Other Directors:</b>	None
<b>Other Directorships:</b>	None
<b>Memberships / Chairmanship of Committees:</b>	None

<b>PARTICULARS</b>	<b>ABHIJEET SONAWANE</b>
<b>Current Position</b>	Whole-Time Director & CFO
<b>Age:</b>	31 years
<b>Qualification:</b>	Bachelors of Commerce
<b>Experience:</b>	15 years
<b>Expertise in specific functional areas</b>	Experience of 15 years in the family business of Gold, Silver, Gems, Stone trading.
<b>Date of first Appointment:</b>	05.05.2023
<b>Number of Board Meetings attended during the year:</b>	1
<b>Shareholding in the Company:</b>	0
<b>Relationship with Other Directors:</b>	None
<b>Other Directorships:</b>	None
<b>Memberships / Chairmanship of Committees:</b>	None

**FORM No. MGT-12****POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rules 21(1)(C) of the Companies (Management And Administration) Rules, 2014)

**FORM No. MGT-12****POLLING PAPER**

(Pursuant to Section 109(5) of the Companies Act, 2013 and Rules 21(1)(C) of the Companies (Management And Administration) Rules, 2014)

**VAKSONS AUTOMOBILES LIMITED**

**Registered Office:** 105, 1st Floor, Barodia Tower, Plot No.12, D Block, Central Market, Prashant Vihar, New Delhi-110085

**CIN:** L51502DL2003PLC119052

**Email id:** [info@vaksonsautomobiles.com](mailto:info@vaksonsautomobiles.com) **Website:** <https://vaksonsautomobiles.com/>

**BALLOT PAPER**

Sr. No.	Particulars	Details
1.	Name of the First Name Shareholder (In block letters)	
2.	Registered Address	
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I / We hereby exercise my / our vote in respect of following Special resolution as set out in the Postal Ballot Notice dated 08<sup>th</sup> May, 2023, enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Description of Resolution	No. of Special Shares for which votes cast	I assent to the resolution	I dissent from the resolution
			“FOR”	“AGAINST”
1	Appointment of Mr. Vinit Umedmal Picha (DIN: 07108292) as a Non-Executive Independent Director of the Company.			
2	Appointment of Mr. Subhashchandra Damodar Malwadkar (DIN: 10050218) as a Non-Executive Independent Director of the Company.			
3	Appointment of Sneha Vispute (DIN: 09693252) as a Managing Director			
4	Appointment of Abhijeet Sonawane (DIN: 09694063) as a Whole-Time Director & CFO			
5	Ratification of Appointment of Ms. Radhika Vilas Kharote (DIN: 09769977) as a Non-Executive Independent Director of the Company.			
6	To Approve the Change of Name of the Company			
7	To alter the object clause of moa of the company			

8	To approve sale and / or disposal of the business by sale of shares of subsidiary company			
9	To authorise the board to enter into related party transaction at arm's length price as mentioned under section 188 of companies act, 2013			
10	To take unsecured loan with an option to convert into equity shares at later stage			
11	To approve shifting of registered office from one state to another			

**Place:**

**Date:**

\_\_\_\_\_  
**Signature of Shareholder/Authorised Representative**

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