



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 ; **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 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st 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, 08th June, 2023.

SPECIAL BUSINESS:

- 1) **TO REGULARISE APPOINTMENT OF MR. VINIT UMEDMAL PICHA (DIN: 07108292) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR 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 provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Vinit Umedmal Picha (DIN: 07108292) who was appointed by the Board of Directors of the company on March 10, 2023 as Non-Executive Independent Director of the Company to hold office for a term of five years w.e.f 10th March 2023 upto 09th March, 2028 and whose office shall not be liable to retire by rotation.

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.

2) **TO REGULARISE APPOINTMENT OF MR. SUBHASHCHANDRA DAMODAR MALWADKAR (DIN: 10050218) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR 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 provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Subhashchandra Damodar Malwadkar (DIN: 10050218) who was appointed by the Board of Directors of the company in its meeting as Non-Executive Independent Director of the Company to hold office for a term of five years w.e.f. 10th March 2023 upto 09th March, 2028 and whose office shall not be liable to retire by rotation.

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.”

3) **APPOINTMENT OF SNEHA VISPUTE (DIN 09693252) AS MANAGING DIRECTOR**

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 of the Board of Directors of the Company at its meeting held on 05th May, 2023 Mrs. Sneha Vispute (DIN: 09693252) be and is hereby appointed as the Managing Director of the Company with effect from 5th May, 2023 for a period of 5 (Five) years, i.e. up to 04th May, 2028 on the following terms and conditions:

Recognition or awards	NIL
Remuneration proposed	Upto Rs. 25,00,000/-
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Sneha Vispute is sister of Mr. Abhijeet Sonawane who is CFO and WTD of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee / Board of Directors of the Company be and is hereby authorised to vary the remuneration of Mrs. Sneha Vispute, the Managing Director, from time to time within the limits prescribed and permitted under the Companies Act, 2013, as amended, during her 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 Mrs. Sneha Vispute, Managing Director, 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.”

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 05th May, 2023 Mr. Abhijeet Sonawane (DIN: 09694063), be and is hereby appointed as the Managing Director and CFO of the Company with effect from 05th May, 2023 for a period of 5 (Five) years, i.e. up to 04th May, 2028 on the following terms and conditions:

Recognition or awards	NIL
Remuneration proposed	Upto Rs. 25,00,000/-
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	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.”

5) RATIFICATION OF APPOINTMENT OF MS. RADHIKA VILAS KHAROTE (DIN: 09769977) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company consent of the shareholders of the Company be and is hereby accorded to ratify the appointment of Ms. Radhika Vilas Kharote (DIN: 09769977) who was appointed by the Board of Directors of the company in its meeting held on November 09, 2022 having DIN: 09769977 as Non-Executive Independent Director of the Company to hold office for a term of five years from 09th November 2022 upto 08th November, 2027 and whose office shall not be liable to retire by rotation.

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, 20 13 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting with the new name of the Company as approved by MCA.

RESOLVED FURTHER THAT anyone of the Director and/or Company Secretary of the Company be and are hereby severally authorised to do and perform all stich acts, deeds, matters and things as may be required or deemed necessary of incidental thereto including signing and filling all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and 011 behalf of the Company including appointing attorneys or authorized representatives, to appear before the Office of the Registrar of Companies (MCA) and I or to deal with Stock Exchange(s) concerned to settle and finalize all issues that may arise in this regard for giving effect to the abovementioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit."

7) TO ALTER THE OBJECT CLAUSE OF MOA 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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to altered and amend the Main Objet Clause of Memorandum of Association of the Company as follows:

The existing Main Objects of Clause III (A) be altered by replacing the same with the following new Clause III(A) as under:

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 the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force)

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, 2nd 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

Place: Delhi

Date: 08th 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, 05th 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
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, 05th 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.
6. The voting period will commence from Tuesday, 09th 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 latest by 08th 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, 10th June, 2023. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, 08th 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.	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	 <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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 & 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 to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at</p>

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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

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). 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 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 or call ontoll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at 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

Place: Delhi

Date: 08th 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 as Special Resolution.

Details of Mr. Vinit Umedmal Picha as is provided in the "Annexure A" to the Notice.

ITEM NO. 02- REGULARISE APPOINTMENT OF MR. SUBHASHCHANDRA DAMODAR MALWADKAR (DIN: 10050218) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Subhashchandra Damodar Malwadkar was appointed as Non-Executive Independent Director w.e.f March 10, 2023 for a period of five years up to 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, proposed to appoint Mr. Subhashchandra Damodar Malwadkar 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. Subhashchandra Damodar Malwadkar as a Non-Executive Independent Director for term of 5 (five) consecutive years on the Board of the Company.

Mr. Subhashchandra Damodar Malwadkar 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 his Declaration of Independence declaring meeting criteria of independence as prescribed under Section 149 (6) of Companies Act, 2013 and SEBI LODR Regulations.

Accordingly, Mr. Subhashchandra Damodar Malwadkar 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 as Special Resolution.

Details of Mr. Subhashchandra Damodar Malwadkar as is provided in the “Annexure A” to the Notice.

ITEM NO. 03- APPOINTMENT OF SNEHA VISPUTE (DIN: 09693252) AS MANAGING DIRECTOR

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mrs. SnehaVispute (DIN: 09693252) in the meeting held on May 05, 2023 with effect from 05th May, 2023. She was appointed as Managing Director for a period of 5 years, with effect from May 05, 2023 upto 04th May 2028, subject to approval of the shareholders of the Company.

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 Mrs. SnehaVispute (DIN: 09693252) to act as a Managing Director of the Company.

Mrs. Sneha Vispute (DIN: 09693252) 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

Nature of Industry	Automobiles		
Date of commencement of commercial production	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	Particulars (in Rs.)	2020-2021	2021-2022
	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

Background Details	Mrs. Sneha Vispute has done Diploma in Interior Designing. She has experience of 15 years in the family business of Gold, Silver, Gems, Stone trading and Numerology. She had worked as Interior Designer for 2 year in Porje Associate.
Past Remuneration	No remuneration is payable to him by the Company.
Job profile	Managing Director
Recognition or awards	NIL
Remuneration proposed	As mentioned in the resolution

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

III. OTHER INFORMATION

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

IV. DISCLOSURES

Remuneration package	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

Nature of Industry	Automobiles
Date of commencement of commercial production	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	Particulars (in Rs.)	2020-2021	2021-2022
	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

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

III. OTHER INFORMATION

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

IV. DISCLOSURES

Remuneration package	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 Director of the Company ("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 05.05.2023 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, 2013.

The provisions of Section 13(2) of the Companies Act, 2013, 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 business to importing, exporting manufacturing, purchasing, processing, buying, selling, dealing, distributing, wholesaling, retailing, commission agents, trading, assembling, designing, cutting, polishing, 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.

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its th Memorandum of Association (the "MoA"). The Board of Directors, on 05th May, 2023 has approved the aforesaid alteration in the Main Object Clause of the MOA of the Company, subject to the approval of the Members of the Company by way of postal ballot. The special resolution passed by postal ballot shall be filed with the Registrar of Companies who shall register the alteration of the MoA with respect to the objects of the Company and certify the registration.

The Board has recommended approval of the resolution as set out in the accompanying Notice as a special resolution. In light of the above facts, the approval of the Members is sought through remote e-voting via postal ballot for effecting the thee existing Main Objects of Clause III (A) be altered by replacing the same with the following new 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.

None of 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 07 of the accompanying Notice except to the extent of their shareholding in the company.

The Board recommends the resolution for approval of the Members.

ITEM NO. 08- TO APPROVE SALE OF THE BUSINESS BY SALE OF SHARES OF SUBSIDIARY COMPANY.

The company proposes to sell its entire investment of 18,37,000 equity shares of Face Value Rs. 10/- each in Vaksons Metaplast Private. Ltd., which is a subsidiary Company of the Vaksons Automobiles Limited to Mr. Atul Jain and Mrs. Vandana Jain, the Board feels that's its prudent to withdraw investment from the wholly owned Subsidiary and considers the proposed disinvestment in the best interest of the Company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company, your Directors propose resolution under section 180(1)(a) of the Companies Act, 2013 for the approval of the shareholders.

The Company at the same time is in the process of scoping other viable projects and business opportunities. Members of the Company are further requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of 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.

None of 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.

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.

PARTICULARS	RADHIKA VILAS KHAROTE
Current Position	Non-Executive Independent Director
Age:	24 years
Qualification:	Bachelor of Pharma
Experience:	3-4 years
Expertise in specific functional areas	Pharmacist with experience of 3-4 years
Date of first Appointment:	09.11.2022
Number of Board Meetings attended during the year:	3
Shareholding in the Company:	0
Relationship with Other Directors:	None
Other Directorships:	None
Memberships / Chairmanship of Committees:	1

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

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

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

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

PARTICULARS	ABHIJEET SONAWANE
Current Position	Whole-Time Director & CFO
Age:	31 years
Qualification:	Bachelors of Commerce
Experience:	15 years
Expertise in specific functional areas	Experience of 15 years in the family business of Gold, Silver, Gems, Stone trading.
Date of first Appointment:	05.05.2023
Number of Board Meetings attended during the year:	1
Shareholding in the Company:	0
Relationship with Other Directors:	None
Other Directorships:	None
Memberships / Chairmanship of Committees:	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 **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 08th 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