SAR AUTO PRODUCTS LIMITED

Registered Office Address : 50-E, Bhaktinagar Industrial Estate, Rajkot - 360 002. Gujarat (India)
Website : www. sarautoproductsltd.com **E-mail :** sapl@sarautoproductsltd.com **Ph.:** +91 281 2374726
CIN No.: L34100GJ1987PLC010088

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Date: 26-08-2026

ISIN: INE002E01010
Scrip Code: 538992

Respected Sir,

SUB : Intimation regarding 39th Annual General Meeting of the Company.

REF : COMPANY CODE 538992

As per captioned subject, we hereby intimate that 39th Annual General Meeting is scheduled to be held on **28th September, 2026 on Monday at 11:00 A. M.** at the Registered office of the Company situate at 50-E Bhaktinagar Inds Estate, Rajkot – 360002. Enclosed herewith copy of Notice convening 39th Annual General Meeting of the Company.

You are requested to take the same in your record.

Yours faithfully,
Thanking you
For, Sar Auto Products Limited

RAMESHKUMAR DURLABHJIBHAI VIRANI

Digitally signed by RAMESHKUMAR DURLABHJIBHAI VIRANI
DN: cn=RAMESHKUMAR DURLABHJIBHAI VIRANI c=IN l=RAJKOT o=Personal e=VIRANI.RD@SARAUTOPRODUCTSLTD.COM
Reason: I am the author of this document
Location:
Date: 2026-08-26 16:23+05:30

Rameshkumar D. Virani
Chairman & Managing Director
Din: 00313236

Enclosure: Copy of Notice of 39th Annual General Meeting of the Company.

NOTICE

Notice is hereby given that the **THIRTY-NINTH (39th) ANNUAL GENERAL MEETING OF THE MEMBERS OF SAR AUTO PRODUCTS LIMITED** (CIN: L34100GJ1987PLC010088) will be held at the Registered Office of the Company at 50-E, Bhaktinagar Inds. Estate, Rajkot-360002 on **28TH SEPTEMBER, 2026** on **MONDAY** at **11:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on 31st March, 2026, together with the Board's Report and the Auditors' Report thereon:

and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** the Audited standalone financial statements of the Company for the financial year ended on March 31, 2026 together with the Board's Report and the Auditors' Report thereon, as circulated to the members, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Shreyas R. Virani (DIN: 00465240) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment:

and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Shreyas R. Virani (DIN: 00465240), who retires by rotation at this meeting and being eligible offer himself for re-appointment, be and is hereby re-appointed as a Director of the Company at same terms whose period of office shall be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

3. Regularization of Appointment of Mr. Harsh Mukeshbhai Radiya (DIN:11803235) as an Independent 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 the provisions of Sections 149, 150, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as per Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Harsh Mukeshbhai Radiya (DIN 11803235) who was appointed as an Additional Director in the capacity of Independent Director w.e.f 03rd August, 2026 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 03rd August, 2026 Upto 02nd August, 2031."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. To Approve Terms of remuneration of Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240) 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 sections 196 197,198 read with Schedule V and section 203 and other applicable provisions, if any, of the Companies Act 2013 and relevant rules made thereunder, including any statutory amendments or re-enactments thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard, if any, consent of the Members be and is hereby accorded to the terms of remuneration approved by Board of Directors of the Company on the recommendation of Nomination of Remuneration Committee of Mr. Shreyas Rameshbhai Virani (DIN: 00465240), Whole-Time Director of the Company and accordingly approves the Remuneration by way of salary, perquisites, incentives and allowances, which together shall not, in any financial year, exceed Rs. 24,00,000 p.a. i.e. Rs. 2,00,000 per month, may be paid monthly or annually w.e.f 01st April, 2026 for remaining tenure as Whole Time Director of the Company i.e. upto 29th September, 2028 and on terms and conditions as may be decided by the Board from time to time on the recommendation of Nomination and Remuneration Committee so long as the alterations are in conformity with the provisions of Section 196, 197 and Schedule V to the Companies Act, 2013."

"**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Shreyas R. Virani (DIN: 00465240) Whole-Time Director will be executed and this resolution along with its explanatory statement for the purpose of remuneration and resolution passed at the time of appointment for all other terms and conditions as Whole-Time Director of the Company be considered as Memorandum setting out terms and conditions of appointment including remuneration."

"**RESOLVED FURTHER THAT** Mr. Shreyas R. Virani (DIN: 00465240) shall have the right to manage the day-to-day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company and shall have the right to exercise such powers of Management of the Company, from time to time, as may be delegated to him by the Board of Directors."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

5. To alter/amend the main object clause of the Memorandum of Association 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 sections 4, 13 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions and Rules made thereunder, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other approvals, permissions and sanctions of statutory authorities as may be required, consent of the Members of the

Company be and is hereby accorded for amendment in the Main Object Clause by way of addition to main object i.e. in Clause 3a/ III A -The objects to be pursued by the Company on its incorporation by way of addition of Clause 3. after Clause 2. as follows:

3. To carry on the business of designing, developing, engineering, manufacturing, fabricating, machining, assembling, testing, inspecting, repairing, reconditioning, upgrading, buying, selling, importing, exporting, supplying and otherwise dealing in precision engineering components, automotive components, mechanical components, parts, sub-assemblies, assemblies, systems, equipment and allied products for automotive, defence, aerospace, military, naval, land systems, industrial and other engineering applications, including components and equipment for defence and aerospace platforms, vehicles, machinery and systems, and to undertake all activities incidental or ancillary thereto, subject to applicable laws, rules, regulations, licences, permissions and approvals."

"**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard, and to accede to such modifications to the aforementioned resolution as may be suggested by the Registrar of Companies, Stock Exchange or such other authority arising from or incidental to the said amendment without requiring any further approval of the Members of the Company."

6. Adoption of new set of Memorandum of Association of the Company pursuant to provisions of Companies Act, 2013:

To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other requisite approvals, if any, in this regards from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any committee),consent of the Members be and is hereby accorded for alteration in the Memorandum of Association of the Company drafted in consonance with the Table A of the Schedule I of the Companies Act, 2013 and approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Memorandum of Association of the Company."

"**RESOLVED FURTHER THAT** the Board of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

7. To approve Related Party Transactions to be entered by the Company with related party:

To Consider and if thought Fit, to Pass, with or without Modification(S), the following Resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, if any and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm's length basis with related party/ies and for the maximum amounts per annum, for the year 2026-27 as mentioned herein below:

Sr.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.)
1	Virani Estate Corporation (Partnership Firm)	1) Mr. Rameshkumar D. Virani, Chairman & Managing Director (DIN: 00313236) 2) Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240)	Partners of the Firm	Sales/ Purchase/ Commission/ Rent Income	10.00 Crore

"**RESOLVED FURTHER THAT** the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013."

"**RESOLVED FURTHER THAT** the Board of Directors and / or Audit Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

"**RESOLVED FURTHER THAT** all actions already taken by the Board and Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

Place: Rajkot
Date: 13th August, 2026

By order of Board of Directors
Sar Auto Products Limited

Rameshkumar D. Virani
Chairman and Managing Director
DIN: 00313236

Notes:

1. The notice of AGM along with Annual Report for 2025-26 is being sent to all the members whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on 21st August, 2026. In Furtherance, as allowed under the MCA Circulars and SEBI Circulars, the Notice of Annual General Meeting with annual report of the year 2025-26 is being send through electronic mode to those members whose email addresses are registered with the Company/Depositories as on 21st August, 2026. Further, a letter providing the web-link, including the exact path, where the Annual Report and the Notice of the AGM for the financial year 2025-26 is available is also being sent to those members whose e-mail address is not registered with the Company/ MUFG Intime India Private Limited (Previously known as Link Intime India Private Limited) Company's Registrar and Transfer Agent/Depository Participant(s)/ Depositories. Members may note that the Notice and Annual Report of the year 2025-26 will also be available on the website of the Company at www. https://www.sarautoproductsltd.com and on the website of stock exchange on which the securities of the company are listed i.e. www.bseindia.com. Further, Company will send hard copy of full annual report to those shareholders who request for the same.

2. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (Previously known as Link Intime India Private Limited) at ahmedabad@in.mpms.mufg.com or can email to Company at sapl@sarautoproductsltd.com. In case of any Queries relating to availing soft copy can contact company at aforesaid mentioned E-mail id.

Further, to support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. Registration of email id can be done from website of RTA MUFG Intime India Private Limited (Previously known as Link Intime India Private Limited)- Investors services.

3. The relevant Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the special business under item no. 3 to 7 is annexed hereto. Further, relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment/appointment at this AGM is also annexed. Further, Statutory Registers and other relevant documents are opened for inspection for the members at the Registered office of the company on all working days, during business hours up to the date of the meeting i.e. between 11:00 a.m. to 5:00 p.m. and will also be made available at the meeting

4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

   The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable.

   A Person can act as Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying Voting Rights. A Member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting. The Said resolution/authorization shall be send to scrutinizer by e-mail to rachhkalpesh@gmail.com with CC to sapl@sarautoproductsltd.com.

6. To ensure correct identity each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voters card, etc.

7. The Members/Proxies are requested to produce the attendance slip duly completed and signed at the entrance of the meeting.

8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9 Shareholders are requested to bring their copies of Annual Report at the meeting.

10. Members who are holding shares in Physical form are requested to intimate any change in their address immediately to the Company's Registrar and Share Transfer Agent MUFG INTIME INDIA PRIVATE LIMITED (Earlier known as LINK INTIME INDIA PRIVATE LIMITED),5th Floor, 506-508, Amarnath Business Centre-1, (ABC-1), Besides Gala Business Centre, Near ST Xavier's College Corner, Off C G Road, Ellisbridge Ahmedabad-380006, Ph: 079-26465179, quoting their folio no. Further, please note that in case of members holding shares in demat form, any change(s) required in Address, Bank details, etc. are to be intimated to your DP and not to the Company or Registrar.

11. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard.

Further, SEBI vide its circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02/2025 has opened a special window only for Re-lodgement of Transfer deeds which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026

In Furtherance, as per SEBI Circular - HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026, in order to further facilitate the investors to get rightful access to their securities, the Board has decided to open another special window for transfer and dematerialization ("demat")of physical securities which were sold/purchased prior to April 01, 2019,Special Window open for a period of one year from February 05, 2026 to February 04, 2027 and For clarity with regard to applicability of this window, below matrix may be referred to:

Transfer Deed	**Lodged for transfer before April 01, 2019?**	**Original Security Certificate Available?**	**Eligible to lodge in the current window?**
Before April 01, 2019	No (it is fresh lodgement)	Yes	✓
Before April 01, 2019	Yes (it was rejected/ returned earlier)	Yes	✓
Before April 01, 2019	Yes	No	✗
Before April 01, 2019	No	No	✗

Further, SEBI has mandated submission of Pan by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their Pan details to their depository participants. Members holding shares in physical form are requested to submit their Pan details to the Company's RTA.

12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to MUFG INTIME INDIA PRIVATE LIMITED, (Earlier known as LINK INTIME INDIA PRIVATE LIMITED) in case the shares are held by them in physical form.

14. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2026 through email on sapl@sarautoproductsltd.com The same will be replied by the Company suitably.

15. The Company has listed its shares on the BSE Limited. The Listing fees till date have been paid.

16. The Route Map of Venue is printed over here at the end of the Notice (attached herewith separately).

17. **Voting through electronic means:**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

(i) **The voting period begins on 24th September, 2026, Thursday at 10:00 a.m. and ends on 27th September, 2026, Sunday at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(ii) Shareholders who have already voted prior to the meeting date through E-Voting mode, would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below**:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

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. CDSL and NSDL

Login type	**Helpdesk details**

Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Company Name- SAR AUTO PRODUCTS LIMITED> on which you choose to vote.

(vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at rachhkalpesh@gmail.com and to the Company at the email address viz; sapl@sarautoproductsltd.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** please provide necessary details like 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 Company email id at sapl@sarautoproductsltd.com /RTA email id at ahmedabad@in.mpms.mufg.com
2. **For Demat shareholders -,** Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

18. Mr. Kalpesh P. Rachchh, proprietor of M/s. K. P. Rachchh & Co., Practicing Company Secretary (Membership no. FCS 5156) (Address: The Spire-2, Office No. 723, Shital Park Chowk, 150 ft. Road, Rajkot 360 007, Gujarat) has been appointed as the Scrutinizer to scrutinize the e-voting process and Voting at the Annual General Meeting in a fair and transparent manner.

19. The Scrutiniser shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make and submit, within 48 working hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast ln favor or against, if any, to the Chairman or a person authorized by him in writing.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

For Item No. 3

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Board Meeting held on 03/08/2026 appointed Mr. Harsh Mukeshbhai Radiya (DIN: 11803235) as an Additional Director (Category – Independent) of the Company with effect from 03rd August, 2026 for a period of 5 Years i.e. effective from 03rd August, 2026 to 02nd August 2031, Subject to ratification/appointment as regular director at the ensuing Annual General Meeting pertaining to financial year ending 31st March, 2026.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Harsh Mukeshbhai Radiya (DIN: 11803235) will holds office upto the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director, not liable to retire by rotation, subject to the approval of the Members of the Company.

Further, in terms of Regulation 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2014 ("Listing Regulations"), appointment of Mr. Harsh Mukeshbhai Radiya (DIN: 11803235)as an independent director requires approval of Members of the Company by passing a special resolution.

The Company has received a notice under Section 160(1) of the Companies Act, 2013 from a Member, signifying intention to propose the appointment of Mr. Harsh Mukeshbhai Radiya (DIN: 11803235)as an Independent Director of the Company.

Mr. Harsh Mukeshbhai Radiya (DIN: 11803235)is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013 and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). He is not holding directorship in another Company. Mr. Harsh Mukeshbhai Radiya (DIN: 11803235)has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Harsh Mukeshbhai Radiya (DIN: 11803235)fulfills the conditions specified in the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company.

Statement/Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Secretarial Standard on General Meeting is annexed with this notice.

The Board, based on the recommendation of Nomination and Remuneration Committee has recommended the resolution set out at Item No. 3 for appointment of Mr. Harsh Mukeshbhai Radiya (DIN: 11803235) as an Independent Director for approval of Members by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Harsh Mukeshbhai Radiya (DIN: 11803235), Additional Director, being appointee, is concerned or interested, financially or otherwise, in Special Resolution set out at Item no. 3.

For Item No. 4

Mr. Shreyas Rameshbhai Virani (DIN: 00465240) re-appointed as Whole Time Director of the Company for a term of five (5) years w.e.f. September 30, 2023 to September 29, 2028 by the Board of Directors on the recommendation of Nomination and Remuneration Committee at a remuneration of Rs. 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment i.e. w.e.f September 29, 2023 and whose office shall be liable to determination by retirement of directors by rotation and his appointment has been ratified by the Members at 36th Annual General Meeting held on 26th September, 2023.

Considering aforesaid, on the recommendation of Nomination and Remuneration Committee and subject to approval of Members of the Company, Board of Directors of your Company in its meeting held on April 10, 2026 has revised terms of payment of remuneration of Mr. Shreyas Rameshbhai Virani (DIN: 00465240) Whole Time Director of the Company for remaining tenure as Whole-Time Director of the Company i.e. upto 29th September, 2028 w.e.f 01st April, 2026.

The terms and conditions set out in the Resolution proposed to be passed, includes the following:

(a) The term of Whole Time Director is for a period of five (5) years with effect from September 30, 2023 to September 29, 2028. He shall be liable to retire by rotation.

(b) Remuneration by way of salary, perquisites, incentives and allowances, which together shall not, in any financial year, exceed Rs. 24,00,000 p.a. i.e. Rs. 2,00,000 per month, may be paid monthly or annually w.e.f 01st April, 2026 for remaining tenure as Whole Time Director of the Company i.e. upto 29th September, 2028.

(c) The Whole Time Director shall adhere to various policies, code of conduct, staff rules of the Company as may be applicable by virtue of his office for the purpose of discharging his official duties/powers as delegated by the Board from time to time.

The above may be treated as a written memorandum setting out the terms of appointment including remuneration of Mr. Shreyas Rameshbhai Virani (DIN: 00465240) as Whole-time Director under Section 190 of the Companies Act, 2013

In furtherance pursuant to provision of section 196(4) of the Companies Act, 2013, the terms and conditions of appointment of Whole-Time Director and remuneration payable approved by the Board of Directors, shall be subject to approval by Members at the General Meeting, accordingly the Board sought the consent of the Members by way of passing of Special Resolution for approving the terms of payment of remuneration to Mr. Shreyas Rameshbhai Virani (DIN: 00465240) Whole-Time Director of the Company w.e.f. 01st April, 2026 for remaining tenure as Whole-Time Director of the Company i.e. upto 29th September, 2028.

Accordingly, the Board recommends the Special resolution set out in item no. 4 for approval of the members.

None of the directors and /or Key Managerial Personnel of the Company and their relatives, except Mr. Shreyas Rameshbhai Virani (DIN- 00465240), Whole Time Director, are in any way concerned or interested in the aforesaid resolution at Item no. 4, except to the extent of their shareholding, if any, in the Company.

In terms of the requirements as per sub-clause (iv) of the proviso to Section II of Part II of Schedule V to the Act, the information is as furnished below:

<table>
<tr><th colspan="4">I. GENERAL INFORMATION:</th></tr>
<tr><td>1</td><td>Nature of industry</td><td colspan="2">Automobile Gears Manufacturer</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production</td><td colspan="2">Already commence</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="2">Already commence</td></tr>
<tr><td rowspan="6">4</td><td rowspan="6">Financial performance based on given indicators</td><td colspan="2">Financial Performance of the Company for the year ended 31st March, 2026:
(Amount in Rs.in Lakhs)</td></tr>
<tr><td>Revenue from operations:-</td><td>1434.95</td></tr>
<tr><td>Other Income:</td><td>112.21</td></tr>
<tr><td>Total Expenditure:</td><td>1473.31</td></tr>
<tr><td>Net Profit(Loss) Before tax:</td><td>73.85</td></tr>
<tr><td>Profit (Loss) for the period</td><td>66.62</td></tr>
<tr><td>5</td><td>Export performance and foreign exchange earned for the financial year ended 31st March, 2026</td><td colspan="2">Foreign Exchange Earning And Out Go:
<table><tr><th>Particular</th><th>2025-26</th><th>2024-25</th></tr><tr><td></td><td colspan="2">Rupees in Lakhs</td></tr><tr><td>i. Total foreign exchange outgo</td><td>17.18</td><td>34.20</td></tr><tr><td>ii. Total foreign exchange earned</td><td>0.00</td><td>0.00</td></tr></table></td></tr>
<tr><td>6.</td><td>Foreign investments or collaborations, if any.</td><td colspan="2">No such investment or collaboration</td></tr>
</table>

II. INFORMATION ABOUT THE WHOLE TIME DIRECTOR:		
1.	Background details	Name:- Mr. Shreyas Rameshbhai Virani Designation:- Whole Time Director Date of Birth: 09/03/1970 Age:- 56 years Experience:- More than of 34 years in the business of the Company Qualification:- B. Com Mr. Shreyas R. Virani is Promoter Director of the Company w.e.f 14/04/2007.

		Mr. Shreyas R. Virani is not holding any other Directorship in any other Company Mr. Shreyas R. Virani re-appointed as Whole-Time director with the approval of the Members of the Company by way of passing special Resolution at the 36th Annual General Meeting held on 26th September, 2023 for a term of five (5) years w.e.f. 30th September, 2023 to 29th September, 2028.
2.	Past remuneration	Rs. 12,00,000 p.a.– Maximum remuneration i.e. Rs. 1,00,000 per month for a period of 3 years effective from the date of re-appointment i.e. from 30th September, 2023.
3.	Recognition or awards	NONE
4.	Job profile and his suitability	Mr. Shreyas R. Virani is having a rich experience of more than 34 years in the Business and he is associated with the Company since 19 years. He is having experience in Finance and Administration area. His wide and rich experience is very beneficial in the growth and development of the Company.
5.	Remuneration proposed	Remuneration, by way of salary, perquisites, incentives and allowances, which together shall not, in any financial year, exceed Rs. 24,00,000 p.a. – Maximum remuneration i.e. Rs. 2,00,000 per month w.e.f 01st April, 2026 for remaining tenure as Whole Time Director of the Company i.e. upto 29th September, 2028.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial Personnel, if any. (As on 31st March, 2026)	Apart from Mr. Shreyas R. Virani is a Whole-Time Director of the Company, he is also CFO of the Company and holding 1309949 i.e. 27.49% of the Company's Share. Mr. Rameshkumar D. Virani is father of Mr. Shreyas R. Virani who is Chairman and Managing Director of the Company and are promoters of the Company.
III. OTHER INFORMATION		
1.	Reasons of loss or inadequate profits	The Company has reported a Total income of Rs. 1547.16 Lakhs for the year ended on 31st March, 2026 as against Rs. 1504.84 Lakhs for the previous year ended on 31st March, 2025. The Company has reported a net profit after tax of Rs. 66.62 Lakhs for F.Y 2025-2026 as against net profit after tax of Rs. 41.77 Lakhs for F.Y 2024-2025. The proposed remuneration is less than the maximum permissible remuneration prescribed as per Schedule V of the Companies Act, 2013 in case of no profits /inadequate profits pursuant to

		the approval of the shareholders.
2.	Steps taken or proposed to be taken for improvement	Company is continuously working hard to improve the profitability of the business. Further, the Company has initiated several measures and continuously keeping watch on the operations of the Business and in thoughtful process of new innovations/inventions. In the year 2025-26, It can be seen that Company's total income and profitability has been increased in comparison to previous year of 2024-25.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.
(IV) DISCLOSURES		
1.	The Shareholders of the Company shall be informed of the remuneration package of the managerial person.	The remuneration proposed to be paid to Mr. Shreyas R. Virani as stated above i.e. Rs. 2400,000 p.a. – Maximum remuneration i.e. Rs. 2,00,000 per month for remaining tenure as Whole-Time Director of the Company i.e. upto 29th September, 2028 and Disclosures relating to remuneration is disclosed in Boards Report.

For Item No. 5

Board at its Board meeting held on 13/08/2026, with a view to widen the scope of Company's Business and activities and looking at the various opportunities available, has decided to include new business related to manufacturing, supply, designing and otherwise dealing in precision engineering components, automotive components, mechanical components, parts, sub-assemblies, assemblies, systems, equipment and allied products for automotive, defence, aerospace, military, naval, land systems, industrial and other engineering applications and all activities incidental or ancillary thereto to Company's Main Object so as to new financial achievements resultant to better growth and development of the Company.

Pursuant to the provisions of sections 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with applicable Rules made thereunder, consent of Members of the Company is required for amendment in the existing Object Clause of the Memorandum of Association (the MOA) of the Company by way of Special Resolution.

Accordingly, Board of Directors of the Company have proposed the resolution at Item No. 5 for exercising alteration of Object Clause of the Company by addition of new object Clause 3. after Clause 2. in CLAUSE 3/III (A) of Mamorandum of Assocation (MOA) of the Company.

Draft altered copy of Memorandum of Association of the Company and other related documents are available for inspection at the registered office of the Company on working days during working hours i.e. from 11:00 am to 5:00 pm till the date of Annual General Meeting and also during the Meeting.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution at Item No.5 as set out in the accompanying Notice is being placed before the members for their approval.

Your Directors recommend the passing of the resolution as Special Resolution.

None of the Directors of the Company and their relatives, are in any way interested or concerned in the proposed Special Resolution at Item No. 5 except to the extent of their shareholding as a member of the Company

For Item No. 6

The existing Memorandum of Association (MOA) of the Company was originally adopted when the Company was incorporated under the Companies Act, 1956. Several regulations in the existing MOA contain references to specific sections of the erstwhile Companies Act, 1956 and some regulations in the existing MOA are no longer in conformity with the Companies Act, 2013 (the Act), which is now in force. Accordingly, Board found it convenient to adopt entirely a new set of regulations in the MOA in place of /in substitution of the existing set of regulations in it to align the MOA with the provisions of the Companies Act, 2013 and rules framed there under and in consonance with the Table A of the Schedule I of the Companies Act, 2013.

Further, pursuant to provisions of Section 13 of the Companies Act, 2013, any alteration in the Memorandum of Association requires the approval of the members through a Special Resolution. Therefore, the resolution set forth in Item no. 6 of the accompanying notice is proposed to be passed as Special Resolution. The Board of Directors also recommends that the resolution be approved as Special Resolution.

Draft altered copy of Memorandum of Association of the Company and other related documents are available for inspection at the registered office of the Company on working days during working hours i.e. from 11:00 am to 5:00 pm till the date of Annual General Meeting and also during the Meeting.

None of the Directors of the Company and their relatives, are in any way interested or concerned in the proposed Special Resolution at Item No. 6 except to the extent of their shareholding as a member of the Company.

For Item No. 7

According to the provisions of section 188(1) of the Companies Act, 2013, for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Audit Committee and the Board of Directors of the Company and in furtherance prior approval of Members of the Company is required if such transaction exceed the limits as mentioned Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013:

(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.

Accordingly, board proposed for availing prior approval of Members of the Company for the transaction as mentioned below for the financial year 2026-27, related to Sale, purchase or supply of goods or materials, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services, rent income or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Turnover of the Company or such other threshold limits as may be specified by the Companies Act, 2013:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.)
1	Virani Estate Corporation (Partnership Firm)	1) Mr. Rameshkumar D. Virani, Chairman & Managing Director (DIN: 00313236) 2) Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240)	Partners of the Firm	Sales/ Purchase/ Commission/ Rent Income	10.00 Crore

The Board accordingly recommends the resolution for your approval as an Ordinary Resolution as set out in Item 7 of the Notice.

Mr. Rameshkumar D. Virani, Chairman & Managing Director (DIN: 00313236) and Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240) and CFO are interested director, other than this no directors, relative and KMP are interested or concerned in the resolution as set out in Item 7 of the Notice.

ANNEXURE TO NOTICE

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING:

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

Name of Director	Mr. Shryeas R. Virani	Mr. Harsh Mukeshbhai Radiya
DIN	00465240	11803235
Date of Birth & Age	09/03/1970 & Age: 56 years	17/09/1998 & Age: 27 Yrs
Initial Date of Appointment	14/04/2007	03/08/2026
Expertise in Specific functional area and Experience	Mr. Shreyas R. Virani is Whole Time director of the Company and also CFO of the Company. He has expertise in the field of Finance & Administration. He has experienced of more than 34 years in the business of the Company.	Mr. Harsh Mukeshbhai Radiya (DIN: 11803235) is MBA Finance from NMIMS Mumbai and at present associated with CA Firm. He is having Expertise in the Area of Finance and Management.
Number of Meetings of the Board attended during the year Total Five (5) Board Meetings were held during the year	5	NIL – AS Not liable to attend Board Meeting during the year 2025-26
List of public companies in which Directorship held (other than this company)	NIL	NIL

Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Chairman/Member of the Audit /Stakeholder Relationship committees of the Company as on 31/03/2026	Member- in 2 Committees	NIL
Chairman/Member of the committees of Directors of other Companies	NIL	NIL
Shareholding in SAR AUTO PRODUCTS LIMITED as on 31/03/2026	13,09,949 Equity shares i.e. holding 27.49%	Nil
Relationship between director Inter -se	Son of Mr. Rameshkumar D. Virani, Chairman and Managing Director of the Company	No Inter-se Relation
Terms and Conditions of appointment / re-appointment and Remuneration	Liable to retire by rotation at this ensuing AGM and being eligible offered himself for re-appointment pursuant to provisions of Section 152(6) of the Companies Act, 2013 and shall be reappointed at same terms, subject to approval of members of the Company at this AGM. Remuneration is paid as Whole-Time Director of Rs. 12,00,000 p.a. – Maximum remuneration i.e. Rs. 1,00,000 per month upto 31st March, 2026 and w.e.f 1st April, 2026 proposed to paid as Whole-Time Director of Rs. 24,00,000 p.a. – Maximum remuneration i.e. Rs. 2 ,00,000 per month till remaining tenure as Whole Time Director i.e. upto 29th September, 2028, subject to approval at this ensuing Annual general Meeting.	Appointment for a term of 5 years w.e.f 03-08-2026 as an Independent Non Executive Director and not liable to retire by rotation, subject to approval of members of the Company at this AGM. Mr. Harsh Mukeshbhai Radiya shall not be paid any remuneration and no sitting fees will be paid.

SAR AUTO PRODUCTS LIMITED
(CIN: L34100GJ1987PLC010088)
Registered office: 50-E, BHAKTINAGAR, INDS. ESTATE, RAJKOT
Ph: 0281-2374726 Email: sapl@sarautoproducts.com

ATTENDENCE SLIP FOR 39TH ANNUAL GENERAL MEETING

<table>
<tr><td colspan="2">Name of Shareholder</td><td></td></tr>
<tr><td colspan="2">Number of Equity Shares held</td><td></td></tr>
<tr><td colspan="2">Folio No.</td><td></td></tr>
<tr><td rowspan="2">If Demat Shares</td><td>DP ID</td><td rowspan="2"></td></tr>
<tr><td>Client ID</td></tr>
</table>

I hereby record my presence at the 39th Annual General Meeting of the Company held at Registered office of the Company situated at 50-E, Bhaktinagar, Inds. Estate, Rajkot-360002 at 11:00 A.M. on Monday, September 28, 2026.

……………………………… ………………………………………
(Name of Member/proxy/Authorized Representative) (Signature of Member/Proxy
(IN BLOCK LETTERS) /Authorized Representative)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

SAR AUTO PRODUCTS LIMITED
(CIN: L34100GJ1987PLC010088)
Registered office: 50-E, BHAKTINAGAR, INDS. ESTATE, RAJKOT
Ph: 0281-2374726 Email: sapl@sarautoproducts.com

39TH ANNUAL GENERAL MEETING ON 28TH SEPTEMBER, 2026

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014- **Form No. MGT-11***]*

Name of the member (s) (In BLOCK LETTERS)			
Registered address (In BLOCK LETTERS)			
E-mail Id		Folio No.	
No. of Shares Held		DP ID Client ID	

I/We, ______________________ being the member (s) of _____ Equity shares of the above-named company, hereby appoint

Name				
Address				
E-mail Id		Signature		
or failing him				
Name				
Address				
E-mail Id		Signature		
or failing him				
Name				
Address				
E-mail Id		Signature		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Monday, September 28, 2026, at 11:00 a.m. at 50-E, Bhaktinagar, Inds. Estate, Rajkot-360002, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote(Optional See Note 2) Please Mention No. of Shares		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended on 31st March, 2026, together with the Board's Report and the Auditors' Report thereon			
2	To appoint a Director in place of Mr. Shreyas R. Virani (DIN: 00465240) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment			
SPECIAL BUSINESS				
3	Regularization of Appointment of Mr. Harsh Mukeshbhai Radiya (DIN:11803235) as an Independent Director			
4	To Approve Terms of remuneration of Mr. Shreyas R. Virani, Whole-Time Director (DIN: 00465240) of the Company			
5	To alter/amend the main object clause of the Memorandum of Association of the Company			
6	Adoption of new set of Memorandum of Association of the Company pursuant to provisions of Companies act, 2013			
7	To approve Related Party Transactions to be entered by the Company with related party			

Signed this______day of ______ 2026.

Affix Revenue Stamp of not less thanRs.1

____
Signature of shareholder

signature across Revenue stamp

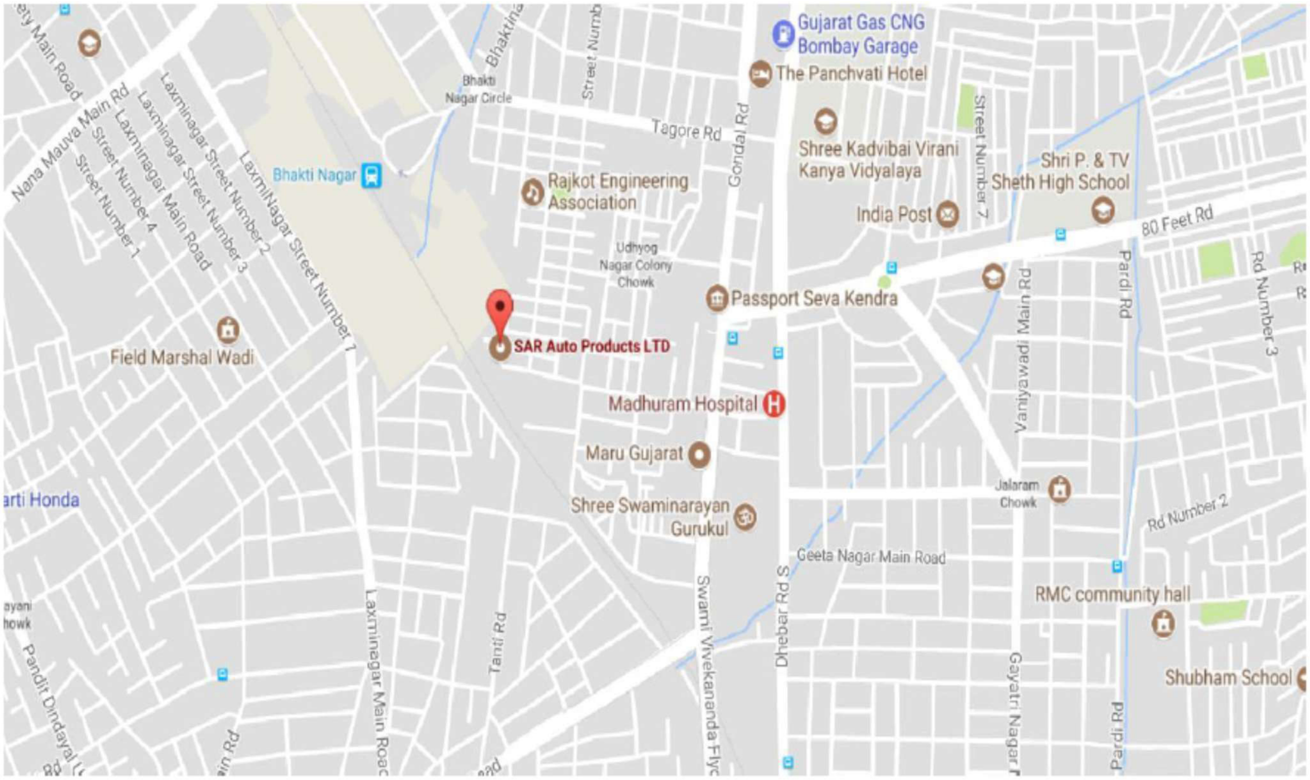
____
Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting**.**
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

For Office Use: Proxy No. **Date of Receipt**___________

ROUTE MAP OF SAR AUTO PRODUCTS LIMITED FOR ANNUAL GENERAL MEETING



39th AGM Date: 28th September, 2026
Day and Time: Monday at 11:00 A.M.
Place: At Registered office

SAR AUTO PRODUCTS LIMITED
(CIN: L34100GJ1987PLC010088)
Registered office Address:
50-E BHAKTINAGAR INDS ESTATE,
RAJKOT – 360002
Email: sapl@sarautoproductsltd.com