



**SPR EMF INNOVATIONS PRIVATE LIMITED**  
**(erstwhile EMF INNOVATIONS PRIVATE LIMITED)**  
**Regd. Office:** 2/209 to 2/212 Shasti Building,  
Rajiv Gandhi Nagar, Mylampatti, Neelambur,  
Coimbatore, Tamil Nadu-641062  
**CIN:** U29309TZ2016PTC027538  
**Phone:** +91-9910853666  
**Email:** [companysecretary@emf-i.com](mailto:companysecretary@emf-i.com)

## NOTICE

The 8<sup>th</sup> Annual General Meeting of the Company will be held on Tuesday, July 23, 2024, at 10:30 A.M. Indian Standard Time ("IST") through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") at the registered office of the company situated at 2/209 to 2/212 Shasti Building, Rajiv Gandhi Nagar Mylampatti Village, Neelambur, Coimbatore – 641062, Tamil Nadu (deemed venue) to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To consider and adopt the annual financial statements and cash flow statements of the Company for the financial year ended March 31, 2024, and the Report of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Shukla (DIN: 09854946), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Hang Xue Yi (DIN: 07060360), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

4. **Appointment of Mr. Mariyappa Krishna (DIN: 10338985) as Non-Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Mariyappa Krishna (DIN: 10338985) appointed as an Additional Director of the Company from 3.10.2023 and who hold office upto this Annual General Meeting be and is hereby appointed as a Non-Executive Director of the Company.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

5. **Appointment of Mr. Sudip Nandy (DIN: 07199187) as Non-Executive Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sudip Nandy (DIN: 07199187) appointed as an Additional Director of the Company from 06.11.2023 and who hold office upto this Annual General Meeting be and is hereby appointed as a Non-Executive Director of the Company.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

6. **Appointment of Mr. Alok Ranjan (DIN: 08254398) as a Non-Executive Independent Director for a term of 5 (five) consecutive years commencing from 8.11.2023 to 7.11.2028**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution** for the appointment of Independent Director:

**RESOLVED THAT** pursuant to Sections 149, 152 and other relevant provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, Mr. Alok Ranjan (DIN: 08254398), who was appointed as Additional (Non-Executive Independent) Director of the company from 8.11.2023 and holds office upto this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 8.11.2023 to 7.11.2028 (both days inclusive).

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

7. **Appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as a Non-Executive Independent Director for a term of 5 (five) consecutive years commencing from 8.11.2023 to 7.11.2028**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution** for the appointment of Independent Director :

**RESOLVED THAT** pursuant to Sections 149, 152 and other relevant provisions of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("Rules") including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, Ms. Ferida Avnish Chopra (DIN: 08415847), who was appointed as Additional (Non-Executive Independent) Director of the company from 08.11.2023 and holds office upto this Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 8.11.2023 to 7.11.2028 (both days inclusive).

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

8. **Re-designation of Mr. Arun Kumar Shukla (DIN: 09854946) from Director to Whole-time Director of the Company**

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

**RESOLVED THAT** pursuant to Section 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company, consent of the members be and is hereby accorded for the appointment of Mr. Arun Kumar Shukla (DIN: 09854946) as whole-time director of the Company for a period of 5

(five) years effective from 1.2.2024 till 31.1.2029 (both days inclusive) without remuneration, as he is the employee of the ultimate holding company i.e. Shriram Pistons & Rings Limited.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

9. **Reimbursement of remuneration of Mr. Mariyappa Krishna (DIN: 10338985) to SPR Engenious Limited.**

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

**RESOLVED THAT** pursuant to Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee to the Board of Directors of the Company, consent of the members be and is hereby accorded for reimbursement of remuneration of Mr. Mariyappa Krishna (DIN: 10338985), Non-executive Director of the Company to SPR Engenious Limited as set out in the explanatory statement notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits calculated in accordance with the applicable provisions of the Companies Act, 2013.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**By the Order of the Board  
For SPR EMF Innovations Private Limited**

**(Krishnakumar Srinivasan)**

Place: New Delhi  
Date: 13.05.2024

Director  
(DIN - 00692717)

## NOTES TO NOTICE OF MEETING

1. The Explanatory Statement pursuant to the provisions of Sections 102 & 110 of the Companies Act, 2013 ("Act") read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the proposed resolution(s) in item nos. 4 to 9 is annexed hereto and forms part of this Annual General Meeting Notice ("Notice").
2. The relevant details of persons seeking appointment/re-appointment/reimbursement relating to Item Nos. 4 to 9 of this Notice as required under Secretarial Standard - 2 issued by the Institute of Company Secretaries of India are annexed hereto and form part of this Notice.
3. General Instructions for accessing and participating in the **8<sup>th</sup> AGM through VC/OAVM and voting through electronic means: -**
  - i) In terms of General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, December 28, 2022, December 28, 2022 and 25<sup>th</sup> September 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the 8<sup>th</sup> AGM of the Company is being conducted through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 8<sup>th</sup> AGM shall be the Registered Office of the Company i.e. 2/209 to 2/212 Shasti Building, Rajiv Gandhi Nagar Mylappatti Village, Neelambur, Coimbatore – 641 062.
  - ii) The proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
  - iii) Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The details of the Zoom Meeting link to join the AGM will be provided to the registered email id of the Members.
  - iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013. Since the AGM is being held in accordance with the above circulars through VC/OAVM, the attendance slip is not annexed to this notice.
  - v) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the

above circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.

- vi) In case of any doubts or clarification, the members are requested to contact Mr. Krishnakumar Srinivasan, Director of the Company, through e-mail: s.krishnakumar@shrirampistons.com.
  
- vii) Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

## EXPLANATORY STATEMENT

*[Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, as amended from time to time, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the "MCA")]*

### **ITEM NO. 4:**

Appointment of Mr. Mariyappa Krishna (DIN: 10338985) as Non-Executive Director of the company:

The Board of Directors of the Company passed a resolution in the board meeting held on September 18, 2023, for the appointment of Mr. Mariyappa Krishna (DIN: 10338985) as an Additional Director with effect from October 3, 2023, upto the ensuing AGM.

Mr. Mariyappa Krishna has given (i) his consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Accordingly, in terms of the requirements of sections 149, 152, 161, and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of Companies Act, 2013 approval of the members of the Company is required for the appointment of Mr. Mariyappa Krishna as Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 4 (special business) for the approval of the members.

### **ITEM NO. 5:**

Appointment of Mr. Sudip Nandy (DIN: 07199187) as Non-Executive Director of the Company:

The Board of Directors of the Company passed a resolution in the board meeting held on November 06, 2023, for the appointment of Mr. Sudip Nandy (DIN - 07199187) as an Additional Director with effect from November 6, 2023, upto the ensuing AGM.

Mr. Sudip Nandy has given (i) his consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and

Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Accordingly, in terms of the requirements of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of Companies Act, 2013 approval of the members of the Company is required for the appointment of Mr. Sudip Nandy as Director of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 5 (special business) for the approval of the members.

**ITEM NO. 6:**

Appointment of Mr. Alok Ranjan (DIN: 08254398) as Non-Executive Independent Director of the Company

The Board after taking into consideration the skills, expertise, knowledge, acumen, and experience of Mr. Alok Ranjan believed that Mr. Alok Ranjan's association as Independent Director of the Company would be beneficial to the Company.

Given the above, the Board of Directors of the Company at its meeting held on 6.11.2023 and subject to the shareholder's approval, appointed Mr. Alok Ranjan (DIN: 08254398), as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years commencing from 8.11.2023 to 7.11.2028 (both days inclusive), not liable to retire by rotation.

The Company has received all statutory disclosures/declarations from Mr. Alok Ranjan, including;

- i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;
- iv) Confirmation that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company, and
- v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.
- vi) Confirmation that he had not been a partner of a firm that had transactions during the last three financial years with SPR EMF Innovations Private Limited amounting to 10 (ten) percent or more of its gross turnover.



In the opinion of the Board, Mr. Alok Ranjan fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. The copy of the draft Letter of Appointment setting out the terms and conditions of appointment for the Independent Director is available for inspection at the registered office of the company between 9:00 A.M. to 5:00 P.M. on any working day prior to the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 6 (special business) for the approval of the members.

### **ITEM NO. 7:**

Appointment of Ms. Ferida Avnish Chopra (DIN: 08415847) as Non-Executive Independent Director of the Company

The Board after taking into consideration that the skills, expertise, knowledge, and association of Ms. Ferida Avnish Chopra would be of immense benefit to the Company.

Given the above, the Board of Directors of the Company at its meeting held on 6.11.2023 and subject to the shareholder's approval, appointed Ms. Ferida Chopra (DIN: 08415847), as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years commencing from 8.11.2023 to 7.11.2028 (both days inclusive), not liable to retire by rotation.

The Company has received all statutory disclosures/declarations from Ms. Ferida Chopra, including;

- i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act;
- iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act;
- iv) Confirmation that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as an Independent Director of the Company, and
- v) A notice in writing by a member proposing her candidature under Section 160(1) of the Act.
- vi) Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with SPR EMF Innovations Private Limited amounting to 10 (ten) percent or more of its gross turnover.

In the opinion of the Board, Ms. Ferida Avnish Chopra fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company. The copy of the draft Letter of Appointment setting out the terms and conditions of appointment for Independent Director is available for inspection at the registered office of the company between 9:00 A.M. to 5:00 P.M. on any working day prior to the Meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 7 (special business) for the approval of the members.

#### **ITEM NO. 8:**

Re-designation of Mr. Arun Kumar Shukla (DIN- 09854946) as Whole Time Director of the Company

The Board of Directors of the Company passed a resolution in the board meeting held on 30.1.2024, for the re-designation of Mr. Arun Kumar Shukla (DIN: 09854946) as Whole Time Director for a period of 5 years commencing from 1.2.2024 to 31.1.2029 (both days inclusive) subject to the approval of the Shareholders of the company.

The Board has also approved that Mr. Arun Kumar Shukla will not receive any remuneration as he is the employee of the ultimate holding company i.e. Shriram Pistons & Rings Limited.

Accordingly, in terms of the requirements of sections 196, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of Companies Act, 2013 approval of the members of the Company is required for the appointment of Mr. Arun Kumar Shukla as Whole-time Director of the Company.

None of the Directors other than Mr. Arun Kumar Shukla and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 8 (special business) for the approval of the members.

#### **ITEM NO. 9:**

The Board in its meeting held on 18.9.2023, appointed Mr. Mariyappa Krishna Additional Director on the Board of the Company. Mr. Mariyappa Krishna is an employee of the holding company i.e. SPR Engenious Ltd. (SEL) and receives remuneration from SEL.

Mr. Mariyappa Krishna is providing full-time services to the Company, therefore from 1.4.2024 onwards, SEL is raising debit notes to the Company towards remuneration paid by SEL.

The details of the remuneration payable to Mr. Mariyappa Krishna are given below:

**PAYMENT OF REMUNERATION OF DIRECTOR - FY 2024-25**

S. NO	NAME	Basic Salary Th./Rs./Month	Profit Commission % (Operating Profits)
		Proposed FY 2024-25	Proposed FY 2024-25
1	Mariyappa Krishna	162	Refer Note v)
<p>Notes:</p> <ul style="list-style-type: none"> <li>i) Allowances / Perquisites / Retirement Benefits: As applicable to respective company policy/levels.</li> <li>ii) The Company is a subsidiary company of SPR Engenious Limited (SEL), which is wholly-owned subsidiary of Shriram Pistons &amp; Rings Limited (SPRL).</li> <li>iii) Mr. Krishna Mariyappa is on the payroll of SEL, and is responsible for the operations of the Company.</li> <li>iv) From 1.4.2024 onwards, the Company shall pay Resource Sharing charge for employee on deputation to SEL &amp; SPRL.</li> <li>v) Profit commission @ 0.3% on the Company's sales turnover plus 0.15% of profit commission on SPRL's operating profits capped at a profit of Rs. 300 Crore.</li> </ul>			

**The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Companies Act, 2013 are as under:**

I. General information:	
(1) Nature of industry	Electrical equipment, General Purpose and Special purpose Machinery & equipment, Transport equipment
(2) Date or expected date of commencement of commercial production	13-05-2016
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
(4) Financial performance based on given indicators	Net Worth: Rs. 958.32 Million Turnover: Rs. 142.57 Million
(5) Foreign investments or collaborations, if any.	Equity shareholding a foreign company named EMFI International Pte Ltd of 33.58%

II. Information about the appointee:	
(1) Background details	Past experience of Mr. Mariyappa was Sr. General Manager of Robert Bosch-SEG Automotive
(2) Past remuneration	<p>Basic Salary - 162 Th./Rs./Mth</p> <p>1. Allowances / Perquisites / Retirement Benefits are provided.</p> <p>2. Mr. Krishna Mariyappa is on the payroll of SPR Engenious Ltd. (SEL), a holding company, and is responsible for the operations of the Company.</p> <p>3. From 1.4.2024 onwards, the Company shall pay Resource Sharing charge for employee on deputation to SEL &amp; SPRL.</p> <p>4. Profit commission @ 0.3% on the Company's sales turnover plus 0.15% of profit commission on SPRL's operating profits capped at a profit of Rs. 300 Crore.</p>
(3) Recognition or awards	NA
(4) Job profile and his suitability	Mr. Mariyappa Krishna is Non-Executive Director of the Company. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Krishna Mariyappa should be available to the Company.
(5) Remuneration proposed	As mentioned above
(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)	Mr. Mariyappa Krishna has vast experience in Management. He has rich experience of handling various areas of business and is well known in automotive industry. He has begun a lot of new initiatives in the Company since he joined as Director. His respective skill sets and experience place him in a correspondingly equal position at major diversified Companies in India. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Mr. Krishna Mariyappa has a relationship with the Company as Non-Executive Director only. He does not hold any shares in the Company and does not have any other pecuniary relationship.

III. Other information:	
(1) Reasons of loss or inadequate profits	The Company is a young technology company co-founded by engineering entrepreneurs with substantial R&D and operations in India and Singapore thereby providing localised cost effective e-mobility solutions to customers in India and abroad. It has been leveraging on its strong power electronics & motors research base and extensive semi-automated manufacturing ecosystem to deliver cost effective, reliable EV Motors and Controllers for green mobility solutions and various other applications.
(2) Steps taken or proposed to be taken for improvement	The Company will be entering into High Voltage Motor and Controller development for Electric Car, Truck, and Bus Applications. Further, the Company has taken necessary steps to mitigate these losses and is confident that in coming years, losses would be managed.
(3) Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve.
IV. Disclosures	
<p>The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:</p> <p>(i) all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;</p> <p>(ii) details of fixed component. and performance linked incentives along with the performance criteria;</p> <p>(iii) service contracts, notice period, severance fees; and</p> <p>(iv) stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.</p> <p>Explanation: For the purposes of Section II of this part, "Statutory Structure" means any entity which is entitled to hold shares in any company formed wider any statute. "]</p>	NA

Accordingly, in terms of the requirements of sections 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of Companies Act, 2013 approval of the members of the Company is required for the payment of remuneration of directors in excess of limits specified in section 197 of Companies Act, 2013 in case of no profits.

None of the Directors other than Mr. Mariyappa Krishna and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 9 (special business) for the approval of the members.

### **INSPECTION OF DOCUMENTS**

The Memorandum and Articles of Association of the Company and other statutory records are available for inspection at the registered office of the Company between 9:00 A.M. to 5:00 P.M. on any working day prior to the Meeting.

**By the Order of the Board**  
For **SPR EMF Innovations Private Limited**

**(Krishnakumar Srinivasan)**

Director

(DIN- 00692717)

New Delhi

13.05.2024

**DETAILS OF PERSONS SEEKING APPOINTMENT/ RE-APPOINTMENT AS DIRECTORS AT THE ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. Arun Kumar Shukla</b>	<b>Mr. Hang Xue Yi</b>
<b>Date of Birth/ Age</b>	15.01.1965/ 59 years	06.11.1988/35 Years
<b>Nationality</b>	Indian	Singapore
<b>Date of appointment in the Board of the Company</b>	12.01.2023	24.1.2018
<b>Number of Board Meetings attended during last year</b>	6	6
<b>Directorships held in other companies</b>	- SPR Takahata Precision India Private Limited	- Sodion Energy Private Limited
<b>No. of Shares held by the Director of the Company</b>	NIL	NIL
<b>Relationship with other Directors/ KMPs</b>	NIL	NIL

**DETAILS OF PERSONS SEEKING APPOINTMENT/ RE-APPOINTMENT AS DIRECTORS AT THE ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. Mariyappa Krishna</b>	<b>Mr. Sudip Nandy</b>
<b>Date of Birth/ Age</b>	26.11.1969/ 54 Years	21.1.1958/ 66 Years
<b>Nationality</b>	Indian	Indian
<b>Date of appointment in the Board of the Company</b>	03/10/2023	06/11/2023
<b>Number of Board Meetings attended during last year</b>	3	2
<b>Directorships held in other companies</b>	NIL	<ul style="list-style-type: none"> <li>- REDINGTON LIMITED - Director</li> <li>- NEXTWEALTH ENTREPRENEURS PRIVATE LIMITED - Director</li> <li>- AR4 TECH PRIVATE LIMITED - Additional Director</li> <li>- EXCELRA KNOWLEDGE SOLUTIONS PRIVATE LIMITED - Director</li> <li>- BIZZAZ VALUADDVISORS PRIVATE LIMITED - Director</li> <li>- LAYMEN AGRO VENTURES PRIVATE LIMITED - Director</li> <li>- ARTISON AGROTECH PRIVATE LIMITED - Director</li> <li>- ANZA MEDICODE INDIA PRIVATE LIMITED - Director</li> <li>- AXRAD RENEWPOWER AGRI MACHINES PRIVATE LIMITED – Additional Director</li> </ul>
<b>No. of Shares held by the Director of the Company</b>	NIL	NIL
<b>Relationship with other Directors/ KMPs</b>	NIL	NIL



**DETAILS OF PERSONS SEEKING APPOINTMENT/ RE-APPOINTMENT AS DIRECTORS AT THE ANNUAL GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. Alok Ranjan</b>	<b>Ms. Ferida Avnish Chopra</b>
<b>Date of Birth/ Age</b>	9.3.1956/ 68 Years	30.4.1956/ 68 Years
<b>Nationality</b>	Indian	Indian
<b>Date of appointment in the Board of the Company</b>	08/11/2023	08/11/2023
<b>Number of Board Meetings attended during last year</b>	2	2
<b>Occupation/ Expertise in Functional Area</b>	<ul style="list-style-type: none"> <li>- Retired IAS Officer</li> <li>- Retired Chief secretary of the Uttar Pradesh (Executive head of the state)</li> </ul>	<ul style="list-style-type: none"> <li>- advocate and practicing Independent Legal Counsel at the Supreme Court of India, the High Court of Delhi, the Competition Commission of India, and various other tribunals.</li> </ul>
<b>Directorships held in other companies</b>	<ul style="list-style-type: none"> <li>- SPR Takahata Precision India Private Limited - Independent Director</li> </ul>	<ul style="list-style-type: none"> <li>- Shriram Pistons and Rings Limited – Independent Director</li> <li>- SPR Takahata Precision India Private Limited - Independent Director</li> </ul>
<b>Chairman/ Member of the Committee(s) of the Board of Directors of the Company</b>	<ul style="list-style-type: none"> <li>- Audit Committee of SPR EMF Innovations Private Limited – Chairperson</li> <li>- Nomination &amp; Remuneration Committee of SPR EMF Innovations Private Limited – Member</li> </ul>	<ul style="list-style-type: none"> <li>- Audit Committee of SPR EMF Innovations Private Limited – Member</li> <li>- Nomination &amp; Remuneration Committee of SPR EMF Innovations Private Limited – Chairperson</li> </ul>
<b>Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/ she is a Director</b>	<ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee of SPR Takahata Precision India Private Limited – Member</li> <li>- Audit Committee of SPR Takahata Precision India Private Limited - Chairperson</li> </ul>	<ul style="list-style-type: none"> <li>- Nomination &amp; Remuneration Committee of SPR Takahata Precision India Private Limited – Chairperson</li> <li>- Audit Committee of SPR Takahata Precision India Private Limited - Member</li> </ul>
<b>No. of Shares held by the Director of the Company</b>	NIL	NIL
<b>Relationship with other Directors/ KMPs</b>	NIL	NIL