



ASIA AUTOMOTIVE
ASIA AUTOMOTIVE LIMITED

C-7,NICE, MIDC Area, Satpur, Nashik - 422 007.
Tel. : +91 253 2350165, 2350745
E-mail ID : asiaautonsk@dataone.in
sales@asiaautomotivelimited.com
Web : www.asiaautomotivelimited.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1ST (2025-2026) EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF ASIA AUTOMOTIVE LIMITED WILL BE HELD ON MONDAY THE AUGUST 4TH 2025 AT 11.30 A.M. (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 115, DR A B ROAD,WORLI, W.E.F. 01/003/2001 MUMBAI 400 018 MH 000000.

SPECIAL BUSINESSES:

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

Alteration of Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any of Companies Act, 2013 and read with Companies (Incorporation) rules, 2014 (including any statutory modification or re – enactment thereof for the time being in force) the consent of the members be and is hereby accorded for alteration of Memorandum of Association of the Company be and is hereby altered in following manner.

1. Deletion of the clause III part (A) heading of the Memorandum of Association and replaced by new heading as reproduced below:
 - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -
2. Deletion of the Clause III Part (B) heading of the Memorandum of association and replaced by new heading as reproduced below:
 - B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
3. The existing Part C i.e. “OTHER OBJECTS” Clauses of the Memorandum of Association of the Company be deleted and all the clauses shall be renumbered from 1 to 48 (both inclusive) of revised Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and

115, Dr. A. B. Road, Poonam Chambers, Worli (E), Mumbai - 400 018.



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execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient in order to give effect to this Resolution.”

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

Adoption Of New Set Of Articles Of Association:

“**RESOLVED THAT** pursuant to the provisions of Section 14 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), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.”

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

Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company of Rs. 1,25,00,000 (One Crore Twenty-Five Lacs) divided into 10,00,000 (Ten Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,50,000 (Two Lacs Fifty Thousand) unclassified shares of Rs.10/- each be and is hereby reclassified to Rs.1,25,00,000 (One Crore Twenty-Five Lacs) divided into 12,50,000 (Twelve Lacs Fifty Thousand only) Equity shares of Rs.10/-

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs.1,25,00,000 (One Crore Twenty-Five Lacs) divided into 12,50,000 (Twelve Lacs Fifty Thousand only) Equity shares of Rs.10/-

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.”



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4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Sub-Division of Equity Shares from the Face Value of Rs 10/- Per Share to Rs. 5 /- Per Share

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, consent of the Members be and is hereby accorded to Sub-divide each of the Equity Shares of the Company having a face value of Rs. 10/- each in the Authorized, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided into Two (2) Equity Shares having a face value of Rs.5/- each fully paid, of the Company, with effect from the Record Date as may be fixed for the purpose.

1. pursuant to the Sub-division of the Equity Shares of the Company, all the issued, subscribed, and paid-up Equity Shares of nominal value of Rs. 10/- each of the Company existing on the Record Date to be fixed by the Board of Directors shall stand subdivided into equity shares of face value of Re. 5/- (Rupee Five only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

| Particulars | Pre-Split/ Sub-division | | | Post Split/ Sub-division | | |
|--------------------------|-------------------------|------------------|------------------------------|--------------------------|------------------|------------------------------|
| | No. of Shares | Face Value (Rs.) | Total Share Capital (in Rs.) | No. of Shares | Face Value (Rs.) | Total Share Capital (in Rs.) |
| Authorized Share Capital | 12,50,000 | 10 | 1,25,00,000 | 25,00,000 | 5 | 1,25,00,000 |
| Paid-up Share Capital | 9,50,000 | 10 | 95,00,000 | 19,00,000 | 5 | 95,00,000 |

2. Sub-division of the Equity Shares as aforesaid, Two (2) Equity Shares of the face value of Rs. 5/- each to be allotted in lieu of existing One (1) Equity Share of Rs 10/- each subject to the terms of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up Equity Shares of Rs10/- each of the Company and shall be entitled to participate in full after the Sub-divided Equity Shares are allotted.
3. upon the Sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and dispatch the new Share Certificate(s) of the



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Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in the dematerialized form, the number of Sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before Sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), (which expression shall also include a committee thereof) be and is hereby authorized to do all such acts, deeds, matters and steps as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution”.

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Alteration of Capital Clause of Memorandum of Association of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including statutory modification (s) or enactment (s) thereof, for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to alter and substitute the existing clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs.1,25,00,000/- (Rupees Sixteen Crore only), divided into 25,00,000 Equity Shares of Rs.5/- (Rupee Five) each.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company.”



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

AUTHORITY TO MAKE INVESTMENT(S), LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF COMPANIES ACT, 2013: -

“RESOLVED THAT Pursuant to Section 186 and all other applicable Provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Consent of the members be and is hereby accorded to the Board of Directors including any committee thereof (hereinafter referred to as “the Board) to

a) Give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;

b) Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and

c) Acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding sixty percent of Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs.50,00,00,000/- (Rupees fifty crores only) over and above the paid capital of the Company and its free reserves.

“FURTHER RESOLVED that any one Director be of the Company, be and is hereby Authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

By Order of the Board

For ASIA AUTOMOTIVE LIMITED

Sd/-

SUDEEP S. ANAND

DIRECTOR

(DIN: 02142561)

Date: 5th July 2025

Place: Mumbai.

Registered Office:

115, Dr A B Road, Worli,

W.E.F. 01/003/2001 Mumbai 400 018

accounts@asiaautomotivelimited.com

115, Dr. A. B. Road, Poonam Chambers, Worli (E). Mumbai - 400 018.



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NOTES:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through PURVA e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 1st August, 2025 at 9:00 am and ends on 3rd August, 2025 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 28th July, 2025 may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

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

Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



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| Type of shareholders | Login Method |
|--------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi 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 cdsi website www.cdslindia.com and click on login & New System Myeasi 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 | <ol style="list-style-type: none"> 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.nsd.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 |



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| <p>with NSDL Depository</p> | <p>be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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.</p> <p>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> <p>5) 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.</p> |
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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 22 55 33 |
| 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.com or call at : 022 - 4886 7000 and 022 - 2499 7000 |

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



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

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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 EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsd.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● 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) | <p>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.</p> <ul style="list-style-type: none"> ● 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 as mentioned in instruction (v). |



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- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the Asia Automotive Limited on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.



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- 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.
- 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 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 and to the Company at the email address viz; accounts@asiaautomotivelimited.com if they have voted from individual tab & not uploaded same in the Purva 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/RTA email id**.
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 attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.



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EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The existing Memorandum of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ("New Act").

Hence the Board of Directors proposed to adopt amended Memorandum of Association in place of existing Memorandum of Association of the Company and seek shareholders' approval for the same.

A copy of the proposed amended Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Extra Ordinary General Meeting.

The Board of Directors recommends the Resolutions at Item No.1 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

ITEM NO. 2:

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are no longer in full conformity with the Companies Act, 2013 ("New Act"). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt the new set of Articles of Association in place of existing Articles of Association of the Company, to be consistent with the provisions of Section 5 of the Companies Act, 2013 including Rules made thereunder. Hence the Board of Directors proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.



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A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Sundays, between 10.00 a.m. to 5.00 p.m. upto the conclusion of the Extra Ordinary General Meeting.

The Board of Directors recommends the Resolutions at Item No. 2 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

ITEM NO.3:

Considering the Business plan and fund requirements of the Company, it is proposed to reclassify the Authorised Share Capital of the Company from the existing Rs. 10,00,000 comprising of 10,00,000 Equity Share of Rs. 10/- each and 2,50,000 Unclassified Shares of Rs. 10/- each to Rs 1,25,00,000 comprising of 12,50,000 Equity Shares of Rs. 10/- each. Accordingly, the Board recommends the Special Resolution set out for approval by the members.

None of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions financially or otherwise.

ITEM NO. 4 & 5:

The present capital structure of the Company is Rs. 1,25,00,000/- (Rupees One Crore and Twenty Five Lakhs) divided into 12,50,000 Equity Shares of Rs. 10/- each.

With a view to restructure the share capital of the company and to increase the shareholders base, your company has proposed the sub division (Split) of face value of the equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up to Rs. 5/- (Rupees five Only) each fully paid up.

The Board recommends sub-division of each equity share of face value of Rs. 10/- each into 2 (two) Equity Shares of face value of Rs. 5/—each, subject to approval of members of the Company. Accordingly, pursuant to the said subdivision, as set out in item No.4, the authorized share capital



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of your Company will be Rs. 1,25,00,000/- (Rupees One crore Twenty-Five Lacs Only) divided into 25,00,000 (Twenty-Five Lacs only) Equity Shares of Rs.5/- each.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

Item No. 6:

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account. Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the General Meeting for an amount not exceeding Rs.50,00,00,000/- (Fifty Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors, therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company, or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution set out in the Item No. 4.

By Order of the Board
For ASIA AUTOMOTIVE LIMITED
Sd/-
SUDEEP S. ANAND
DIRECTOR
(DIN: 02142561)

Date: 5th July 2025
Place: Mumbai.
Registered Office:
115, Dr A B Road, Worli,
W.E.F. 01/003/2001 Mumbai 400 018
accounts@asiaautomotivelimited.com

115, Dr. A. B. Road, Poonam Chambers, Worli (E), Mumbai - 400 018.



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FORM NO SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

TO,

**ASIA AUTOMOTIVE LIMITED.
115, Dr A B Road, Worli,
W.E.F. 01/003/2001 Mumbai 400 018**

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

| Nature of Securities | Folio No. | No of Securities | Certificate No | Distinctive No |
|-----------------------------|------------------|-------------------------|-----------------------|-----------------------|
| | | | | |
| | | | | |
| | | | | |

(2) PARTICULARS OF NOMINEE/S –

- Name :
- Date of Birth:
- Father's/Mother's/Spouse's name:
- Occupation:
- Nationality:
- Address:
- E-mail Id:
- Relationship with the security holder:



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(3) IN CASE NOMINEE IS A MINOR -

- Date of Birth
- Date of attaining majority
- Name of guardian
- Address of guardian

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signature _____

Witness with the name and address: _____

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ATTENDANCE SLIP

Reg. Folio/DP & Client No: No .of Shares.....

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company.
I hereby record my presence at the Extra-Ordinary General Meeting of the Company on 4th
August, 2025 at 11.30 a.m. at 115, Dr A B Road, Worli, W.E.F. 01/003/2001 Mumbai 400 018.

Member's Name:

Proxy's Name:

Member's/ Proxy's Signature

Note: 1. Please fill this attendance slip and hand it over at the entrance of the Hall.

2. Members/Proxy Holders/Authorised Representatives are requested to show
their Photo ID Proof for attending the Meeting.

3. Authorized Representatives of Corporate members shall produce proper
authorization issued in their favour.

ASIA AUTOMOTIVE LIMITED.

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CIN: U74210MH1979PLC020964

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115, Dr. A. B. Road, Poonam Chambers, Worli (E). Mumbai - 400 018.



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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s):.....

Registered Address:.....

Email Id:..... Folio No./Client Id DP ID.....

I/We, being the member(s) holding of.....shares of the above named Company, hereby appoint

1.Name:.....

Address:.....

E.mail ID.....

Signature:.....

or failing him

2. Name:

Address:

Email ID:

Signature: or failing him

3. Name:

Address:

Email ID:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on 4th August 2025 at 11.30 a.m. at ASIA AUTOMOTIVE LIMITED. 115, Dr A B Road, Worli, W.E.F. 01/003/2001 Mumbai 400 018. at any adjournment thereof in respect of such resolutions as are indicated below:

115, Dr. A. B. Road, Poonam Chambers, Worli (E). Mumbai - 400 018.



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| Resolution No | Resolutions | | |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| | | For | Against |
| 1. | Alteration of Memorandum of Association of the Company | | |
| 2. | Adoption Of New Set Of Articles Of Association. | | |
| 3. | Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association | | |
| 4. | Sub-Division of Equity Shares from the Face Value of Rs 10/- Per Share to Rs. 5 /- Per Share | | |
| 5. | Alteration of Capital Clause of Memorandum of Association of the Company | | |
| 6. | Authority To Make Investment(S), Loans, Guarantees And Security In Excess Of Limits Specified Under Section 186 Of Companies Act, 2013 | | |

Signed this.....day of August 2025



Signature of shareholder



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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.

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ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
 Of the sole / first named Member

2. Name(s) of the Joint-Holder(s) :
 If any

3. i) Registered Folio No. :
 ii)DP ID No & Client ID No.

[Applicable to Members

Holding shares in dematerialized

Form]

4. Number of Shares(s) held :

5. I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Extra-Ordinary General Meeting dated on 4th August, 2025 by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

| Resolution No | Resolutions | | |
|---------------|-----------------------------------------------------------------------------------------------------|-----|---------|
| | | For | Against |
| | Special Business | | |
| 1. | Alteration of Memorandum of Association of the Company | | |
| 2. | Adoption Of New Set Of Articles Of Association. | | |
| 3. | Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association | | |
| 4. | Sub-Division of Equity Shares from the Face Value of Rs 10/- Per Share to Rs. 5 /- Per Share | | |



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| | | | |
|----|----------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 5. | Alteration of Capital Clause of Memorandum of Association of the Company | | |
| 6. | Authority To Make Investment(S), Loans, Guarantees And Security In Excess Of Limits Specified Under Section 186 Of Companies Act, 2013 | | |

Place :

Date :

Signature of the Member

Or

Authorized Representative

Notes: i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

ii) Last date for receipt of Assent/ Dissent Form: 3rd August 2025 (5.00 pm IST)

iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.



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2. The notice of Annual General Meeting is e-mailed to the members whose names appear on the Register of Members as on 4th July 2025 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on 3rd August 2025. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (V) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.



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6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If nay such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.