

AMBA AUTO SALES AND SERVICES LIMITED

(Formerly known as Amba Auto Sales And Services Private Limited)

Registered Address : No. 442/2A /2B, Garve Bhavi Palya Bus Stop, Bangalore,
Karnataka, India, 560068

CIN No : U05010KA2005PLC035690

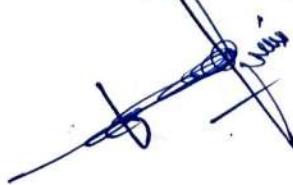
E-mail: ambabajbangalore@yahoo.co.in

Tel: 080-41100382/ 66971775

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF AMBA AUTO SALES AND SERVICES LIMITED ('COMPANY') HELD ON FRIDAY, 1ST AUGUST, 2025 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT Sy. No. 442/2A, 443/2B, 7, Hongasandra, Bangalore, Karnataka, India, 560068

AUTHORIZATION FOR INITIAL PUBLIC OFFER (IPO)

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations notified thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "Companies Act"), the Securities Contracts (Regulation) Act, 1956, as amended, in each instance, including the rules, regulations, circulars, guidelines issued thereunder, each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable regulations and guidelines issued by the Securities and Exchange Board of India, the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable laws, rules, regulations, policies, guidelines including any foreign investment law, clarifications, directions, circulars, orders and notifications issued by the Government of India ("GOI"), including the Department for Promotion of Industry and Internal Trade, the Registrar of Companies, Bangalore ("ROC"), Securities and Exchange Board of India ("SEBI"), the Department of Economic Affairs, Ministry of Finance, Government of India ("DEA"), Reserve Bank of India ("RBI") or Stock Exchanges and any other applicable laws, policies, rules and regulations, in India or outside India (collectively, the "Applicable Laws"), and in accordance with the enabling provisions of the Memorandum of Association ("MoA) and the Articles of Association ("AoA") of the Company and the provisions of the Chapter IX of the SEBI ICDR Regulations (including any statutory modification or reenactment thereof, for the time being in force) and the listing agreement to be entered into with the stock exchange where the equity shares and/or other securities of the Company are proposed to be listed i.e. on the SME platform of the National Stock Exchange of India ("NSE Emerge"), and subject to any approvals from the ROC, SEBI and any other appropriate governmental, statutory and regulatory authorities of India ("Regulatory Authorities") and any third parties, and such other approvals, consents, waivers, permissions and sanctions as may be required from the Regulatory Authorities and such third parties (if any) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, waivers, permissions and sanctions, and which may be agreed to by the Board (which term shall include a duly authorised committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), subject to approval of the shareholders of the Company in a general meeting, the consent and approval of the Board of Directors of the Company be and is hereby accorded to create, issue and allot upto 52,00,000 Equity Shares of face value of Rs. 10/- (Rupee ten) each of the company (the "Issue") or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalizing the basis of allotment including the issue and allotment of Equity Shares and/or other securities to Market Maker, in accordance with the provisions of regulation 261 of chapter IX of the SEBI ICDR Regulations and/or other applicable statutory and/or regulatory requirements, including the issue in terms of Chapter IX of the SEBI ICDR Regulations at a price to be determined by the book building process in terms of the SEBI ICDR Regulations or



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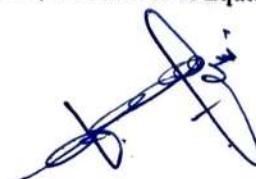
otherwise in accordance with Applicable Laws, for cash at such premium or discount per Equity Share as allowed under Applicable Laws and as may be fixed and determined, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, out of the authorised capital of the Company to any category of person or persons as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may, decide, including anchor investors, if any, Hindu undivided families, foreign portfolio investors, venture capital funds, alternative investment funds, foreign venture capital investors, multilateral and bilateral financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance and Regulatory Development Authority of India, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, trusts/societies registered under the Societies Registration Act, 1860, Indian mutual funds, systemically important nonbanking financial companies, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons in one or more combinations thereof, whether through the Issue or otherwise in one or more modes or combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws and in one or more tranches in consultation with the BRLMs /or other advisors or such persons appointed for the Issue and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs; and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit;

RESOLVED FURTHER THAT subject to approval of shareholders of the Company in a general meeting, the Consent of the Board of Directors be and is hereby accorded for lock in of Pre-Issue Equity Shares as per the provision of SEBI (ICDR) Regulation, 2018 as amended from time to time, from the date of allotment of shares in the IPO, without being required to seek any further consent.

RESOLVED FURTHER THAT the Board and such other persons as may be authorised by the Board, be and are hereby authorised on behalf of the Company to make available for allocation, a portion of the Issue to any category(ies) of persons permitted under Applicable Laws, including without limitation, to provide a discount on the Issue price to retail individual bidders ("Discount"); and to take any and all actions in connection with any Discount as the Board may think fit, proper or expedient in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing and that, it is noted/ ratified/ approved that the Board has appointed M/s. **CapitalSquare Advisors Private Limited**, SEBI Registration Number: INM000012219 as the Book Runner Lead Manager ("BRLM") to manage the Issue solely.

RESOLVED FURTHER THAT the Equity Shares so allotted under the Issue shall be subject to the MoA and AoA of the Company and shall rank pari passu in all respects with the existing Equity Shares of the Company including rights in respect of dividend.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board, or any committee thereof, in consultation with the BRLMs, be and is hereby authorised to determine the terms of the Issue including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred



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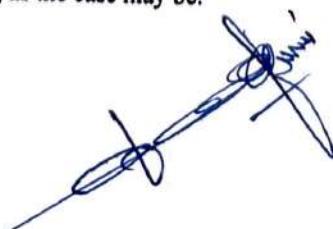
in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), reservations, listing on NSE Emerge, as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things in relation to the Issue including appointment of the intermediaries, opening escrow account, finalising the basis of allotment of the Equity Shares, and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the issuing, transfer and allotment of the Equity Shares and utilization of the Issue proceeds, if applicable and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modification(s), change(s), variation(s), alteration(s), deletion(s) and/or addition(s) as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the shareholders, except as required under Applicable Lawa and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such committee thereof as the Board may constitute on its behalf.

RESOLVED FURTHER THAT

- (i) All monies received pursuant to the Issue, shall be transferred to a separate Bank Account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
- (ii) details of all monies utilized out of the Issue referred above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies have been utilized;
- (iii) details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested; and
- (iv) The Company shall comply with the requirements of Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

RESOLVED FURTHER THAT in case of oversubscription, no allotment shall be made by the Company in excess of the specified securities offered through the offer document: Provided that, pursuant to Regulation 268 of the SEBI ICDR Regulations, in case of oversubscription, an allotment of not more than ten per cent of the net offer to public may be made for the purpose of making allotment in minimum lots.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, any of the Directors, the Chief Financial Officer ("CFO") and Company Secretary ("CS") of the Company, be and are hereby severally authorised to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.



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RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

CERTIFIED TRUE COPY

For, AMBA AUTO SALES AND SERVICES LIMITED

DIRECTOR

VIKASH KUMAR LOHIA

DIN: 01884550

Date : 1st August, 2025

Place : Bangalore