

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

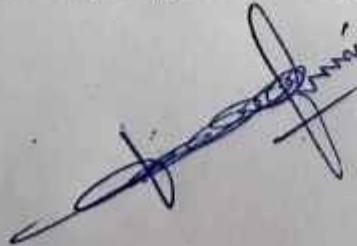
E-mail: ambabajjbangalore@yahoo.co.in

Tel: 080-41100382/ 66971775

Certified True Copy of Special Resolution Passed at the Extra Ordinary General Meeting of Members of Amba Auto Sales and Services Limited held on Tuesday, 26th August, 2025 at the Registered Office of Company situated at Sy. No. 442/2A, 443/ 2B, 7, Hongasandra, Bangalore, Karnataka, India, 560068

RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING

"RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), each as amended (**"Companies Act"**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, including and the Securities Contracts (Regulation) Rules, 1957 (the **"SCRR"**) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), 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, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**"GoI"**), Securities Exchange Board of India (**"SEBI"**) or Reserve Bank of India (**"RBI"**), Department for Promotion of Industry and Internal Trade (the **"DPIIT"**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **"Applicable Laws"**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the BSE Limited and National Stock Exchange of India Limited, (collectively the **"Stock Exchanges"**) where the Equity Shares are proposed to be listed, and subject to any approvals from the GoI, the Registrar of Companies, Karnataka, Bangalore (**"RoC"**), SEBI, RBI, the Department of



AMBA AUTO SALES AND SERVICES LIMITED

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

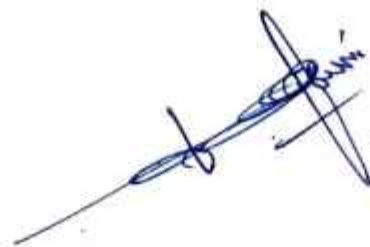
Registered Address : No. 442/2A /2B, Garve Bhavi Palya Bus Stop, Bangalore,
Karnataka, India, 560068

CIN No : U05010KA2005PLC035690

E-mail: ambabajajbangalore@yahoo.co.in

Tel: 080-41100382/ 66971775

Economic Affairs, Ministry of Finance, Government of India ("DEA"), Ministry of Commerce and Industry, Government of India, DIPP, the Insurance Regulatory and Development Authority of India and all other appropriate statutory authorities and departments (the "**Regulatory Authorities**"), and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to offer, allot and/or transfer such number of equity shares of face value of ₹ 10/- each of the Company (the "**Equity Shares**") aggregating up to 52,00,000 Equity Shares by the Company (the "**Offer**"), and such consent of the Board shall be subject to the prevailing market conditions and other relevant factors (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment) including any issue and allotment of Equity Shares to the stabilising agent pursuant to a green shoe option and/or any other person pursuant to any in terms of the SEBI ICDR Regulations at a price to be determined by the Company in consultation with the book running lead manager(s) appointed in respect of the Offer ("**BRLMs**"), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Law, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, out of the authorized share 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 in consultation with the BRLMs, including anchor investors and qualified institutional buyers, one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu Undivided Families, foreign portfolio investors, venture capital funds, registered alternative investment funds, multilateral and bilateral development financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, National Investment Fund, 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, trusts/societies registered under the Societies Registration Act, 1860, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth



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

individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws (collectively referred to as the "**Investors**"), in one or more tranches, by way of the Offer in consultation with the BRLMs and/or underwriters and/or the stabilizing agent pursuant to a green shoe option and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer document, prospectus and/or an offering memorandum, as required, and the decision to determine the category or categories of investors to whom the transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with the BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion thinks fit;

RESOLVED FURTHER THAT the Board is hereby authorized on behalf of the Company, that it may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs, subject to the consent of SEBI, GoI, RBI, RoC, the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI Regulations, for cash at such premium per equity share as may be fixed and determined by the Company and in consultation with the BRLMs and to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable law, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations eligible employees (the "**Reservation**") or to



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

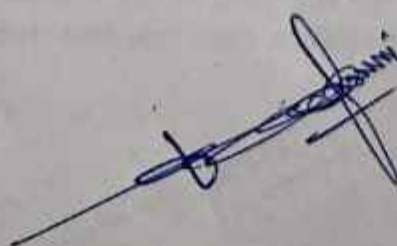
provide a discount to the issue price to retail individual bidders or eligible employees (the "Discount"); and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize 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;

RESOLVED FURTHER THAT, in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act, 2013, in-principle approval of the Shareholders is hereby accorded to allot Equity Shares to certain investors prior to filing of the red herring prospectus with SEBI ("**Pre-IPO Placement**"), at such other price as the Board may, determine, in consultation with the BRLMs, underwriters, placement agents and / or other advisors, in light of the then prevailing market conditions and in accordance with the Companies Act 2013, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines. In the event of happening of Pre-IPO Placement, the size of the Offer would be reduced to the extent of Equity Shares issued under Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR;

RESOLVED FURTHER THAT the Equity Shares issued or transferred pursuant to the Offer shall be listed at one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer for Sale (including pursuant to any reservation or green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable 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 all monies received out of the Offer shall be transferred to a separate bank account referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per Applicable Law;



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

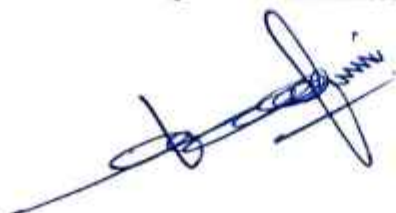
E-mail: ambabajbangalore@yahoo.co.in

Tel: 080-41100382/ 66971775

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLMs, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be transferred, the number of Equity Shares to be transferred in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one or more Stock Exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things 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 the 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 Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the offering, Offer, transfer of the Equity Shares and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions 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 Offer, without requiring any further approval of the members 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 IPO Committee thereof as the Board may constitute in its behalf;

RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/financial institutions/investment institutions/mutual funds /bodies corporate/such other persons or otherwise;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized 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 Offer; and any such documents so executed and delivered or acts



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

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;

RESOLVED FURTHER THAT Mr. Rakesh Kumar Lohia, Managing Director of the Company, Mr. Vikash Kumar Lohia, Director of the Company, the Company Secretary and Compliance Officer or the Chief Financial Officer or any of the directors be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

CERTIFIED TRUE COPY

For, AMBA AUTO SALES AND SERVICES LIMITED



DIRECTOR

VIKASH KUMAR LOHIA

DIN: 01884550

Date : 26th August, 2025

Place : Bangalore

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: ambabajajbangalore@yahoo.co.in

Tel: 080-41100382/ 66971775

Resolution 1

The Company proposes to offer, allot and/or transfer equity shares of the Company of face value of ₹ 10/- each (the "Equity Shares") each aggregate up to 52,00,000 equity shares, which includes a fresh issue of Equity Shares ("Fresh Issue" together with the Offer for Sale being referred as "Offer") and list the Equity Shares on one or more of the stock exchanges on such terms, in such manner, at such time and at such price or prices and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, registered foreign portfolio investors and/ or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects *pari passu* with the existing Equity Shares.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 ("Companies Act"), the approval of the shareholders of the Company is required through a special resolution.

The proposed offering ("Offer") shall include a fresh issue of the Equity Shares by the Company and an offer for sale by certain existing shareholders of the Company.

The Board recommends to the members to pass the resolutions as Special Resolutions.

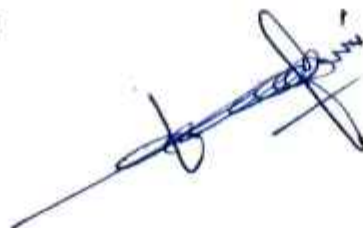
None of the directors, key managerial personnel, senior managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

Material information pertaining to the Offer is as follows:

(i) Offer Price:

The price at which the Equity Shares will be allotted through the Offer shall be determined and finalized by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) Objects of the Offer:



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

The objects of the Offer shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Offer.

(iii) Intention of Directors/Key managerial personnel/Senior managerial personnel to subscribe to the Offer:

The Company has not made and will not make an offer of Equity Shares to any directors, key managerial personnel or senior managerial personnel. However, the directors, the key managerial personnel or the senior managerial personnel may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Offer.

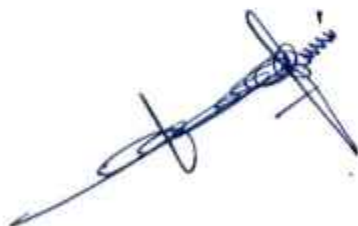
(v) Allotment

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Offer and post-Offer shareholding pattern

The pre-Offer and post-Offer shareholding pattern (to the extent applicable) shall be as disclosed in the offer documents filed in connection with the Offer.

The Board recommends the resolution for your approval. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act, 2013"), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Offer, the Board will make necessary amendments.



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

Mr. Pradeep Kumar Lohia, Mr. Rakesh Kumar Lohia and Mr. Vikash Kumar Lohia and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

CERTIFIED TRUE COPY

For, AMBA AUTO SALES AND SERVICES LIMITED



DIRECTOR

VIKASH KUMAR LOHIA

DIN: 01884550

Date : 26th August, 2025

Place : Bangalore