AMBA AUTO SALES AND SERVICES LIMITED

(Formerly known as Amba Auto Sales and Services Private Limited)
Registered Address: Sy. No. 442/2A, 443/2B, 7, Hongasandra,
Bangalore, Karnataka, India, 560068
CIN: U47594KA2005PLC035690
Email: cs@ambabajaj.com **Tel.:** +91-9900367421 **Website:** www.ambaauto.com
(Authorised Dealer of Bajaj Auto Limited)

NOTICE

NOTICE is hereby given to the Shareholders (the **"Shareholders"** or the **"Members"**) of Amba Auto Sales and Services Limited (**"Company" / "Amba Auto"**) that an (Serial No. EGM/01/2026-27) Extra-Ordinary General Meeting (**"EGM"**) of the Company will be held on Thursday, December 03, 2026 at 12:30 p.m. IST. through Video Conferencing / Other Audio-Visual Means to transact the following special businesses:

1. **To consider and approve increase in the Authorised Share Capital of the Company and amendment of Clause V of the Memorandum of Association.**

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

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof) and any other applicable provisions of the Act and the rules made thereunder and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 35,00,00,000/- (Rupees Thirty-Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide the shares into several classes and to attach thereto respectively such rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose) be and is hereby authorised to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions."

2. To approve Issue of Equity Warrants of the Company to certain identified promoter(s)/member(s) of promoter group and non-promoter persons/entities on Preferential Basis:

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

"RESOLVED THAT pursuant to Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India ("SEBI") and the stock exchange where the shares of the Company are listed ("Stock Exchange"), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, the provisions of the Foreign Exchange Management Act, 1999 (the "FEMA") and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals/ sanctions / permissions and / or consents, if any, and which may be agreed by the board of directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, up to 1,60,00,000 (One Crore Sixty Lakhs) equity warrants ("Warrants") at a price of Rs. 101/- per Warrant (including a premium of Rs. 91/- per Warrant), aggregating up to Rs. 1,61,60,00,000/- (Rupees One Hundred Sixty-One Crore Sixty Lakh Only) with a right to the warrant holders to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10/- within a period of 18 (Eighteen) months from the date of allotment of the Warrants, to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members **("Preferential**

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Issue of Warrants"). Upon issue of Warrants in accordance herewith, an amount equivalent to 25% of the issue price, i.e. Rs. 25.25/- per Warrant aggregating to Rs. 40,40,00,000, shall be payable upfront at the time of subscription and allotment of the Warrants.

Sr. No.	Name of Proposed Allottee(s)	Category	No. of warrants to be issued
1.	Pradeep Kumar Lohia	Promoter	2500000
2.	Rakesh Kumar Lohia	Promoter	2300000
3.	Rachna Lohia	Promoter	2300000
4.	Vikash Kumar Lohia	Promoter	2300000
5.	Shilpy Lohia	Promoter Group	2300000
6.	Sakshi Lohia	Promoter Group	100000
7.	Harsh Kumar Lohia	Promoter Group	100000
8.	Vivaan Kumar Lohia	Promoter Group	100000
9.	Rohit Lohia	Non-Promoter	750000
10.	Krisha V Talreja	Non-Promoter	267500
11.	Sanjay Harshadrai Mehta	Non-Promoter	267500
12.	Kamlesh Sureshlal Bhojwani	Non-Promoter	200000
13.	Manjari Prashant Gupta	Non-Promoter	115000
14.	Anshita Prashant Gupta	Non-Promoter	110000
15.	Prakash Kumar Lohia	Non-Promoter	100000
16.	Kirandevi Prakashkumar Lohia	Non-Promoter	100000
17.	Prakashkumar Shivkumar Lohia HUF	Non-Promoter	100000
18.	Godavari Valdiya	Non-Promoter	100000
19.	Bhavika Dhirajlal Chavda	Non-Promoter	100000
20.	Chaarudutt Kishor Motta	Non-Promoter	100000
21.	Prashant Ramgopal Gupta	Non-Promoter	75000
22.	Poonam Dhanuka	Non-Promoter	60000
23.	Kashvi Hiteshkumar Shah	Non-Promoter	50000
24.	Nimish Rasiklal Parekh	Non-Promoter	50000
25.	Jasmin Raskilal Parekh	Non-Promoter	50000
26.	Paresh Navnitlal Bhagat	Non-Promoter	50000
27.	Cyzen Advisors Private Limited	Non-Promoter	50000
28.	Ajay Dhanuka HUF	Non-Promoter	50000
29.	Vinit Laxmikant Mehta Huf	Non-Promoter	45000
30.	Neha Chetan Agrawal	Non-Promoter	40000
31.	Parag Sunil Agrawal Huf	Non-Promoter	40000
32.	Manjudevi Sunil Agrawal	Non-Promoter	40000

33.	Rishit Atul Agrawal	Non-Promoter	40000
34.	Sandeep Kumar Lohia	Non-Promoter	35000
35.	Dipa Lohia	Non-Promoter	35000
36.	Mohit Lohia	Non-Promoter	35000
37.	Arjun Bijlani	Non-Promoter	30000
38.	Prashant Ramgopal Gupta HUF	Non-Promoter	25000
39.	Bindu Gupta	Non-Promoter	25000
40.	Om Prakash	Non-Promoter	25000
41.	Sheth Growth Llp	Non-Promoter	25000
42.	Ashadevi Rajesh Agrawal	Non-Promoter	25000
43.	Neesh Ketan Shah	Non-Promoter	22500
44.	Maitri Rajendra Lalan	Non-Promoter	22500
45.	Shamsher Singh Valdiya	Non-Promoter	20000
46.	Prerak Valdiya	Non-Promoter	20000
47.	Umeshkumar S Lohia	Non-Promoter	20000
48.	Kunal Umeshkumar Lohia	Non-Promoter	20000
49.	Maruti Multichem Private Limited	Non-Promoter	20000
50.	Ramgopal Ramsahay Gupta	Non-Promoter	20000
51.	Bhasha Ramgopal Gupta	Non-Promoter	20000
52.	Gaurav Enterprises LLP	Non-Promoter	20000
53.	Budhiman Enterprise Private Limited	Non-Promoter	20000
54.	Anil Ramnivas Gupta	Non-Promoter	20000
55.	Prakash Ramnivas Gupta	Non-Promoter	20000
56.	Matariya Gaurang R	Non-Promoter	20000
57.	Anuradha Rajesh Gupta	Non-Promoter	20000
58.	Shreya Bhushan Pardeshi	Non-Promoter	20000
59.	Sprika Fintech Private Limited	Non-Promoter	20000
60.	Anil Gokulchand Gupta	Non-Promoter	20000
61.	Unagar Bhautik G	Non-Promoter	15000
62.	Ankit Subhashchandra Agrawal	Non-Promoter	15000
63.	Nishant Kailash Dhanuka	Non-Promoter	15000
64.	Piyush Khandelwal	Non-Promoter	15000
65.	Hiya Umesh Haryani	Non-Promoter	15000
66.	Dineshbhai Narsinhbhai Prajapati	Non-Promoter	12000
67.	Arunaben Dineshbhai Prajapati	Non-Promoter	12000
68.	Prajapati Prakashbhai Narsinhbhai	Non-Promoter	12000
69.	Prajapati Varshaben Prakashbhai	Non-Promoter	12000

70.	Pradeep Bharatbhai Prajapati	Non-Promoter	12000
71.	Patel Shirishkumar N	Non-Promoter	10000
72.	Patel Shirishkumar Nathalal HUF	Non-Promoter	10000
73.	Nathabhai Kanjibhai Patel	Non-Promoter	10000
74.	Patel Divaliben Nathalal	Non-Promoter	10000
75.	Patel Rudra Shirishkumar	Non-Promoter	10000
76.	Patel Rasilaben Ambalal	Non-Promoter	10000
77.	Kamlesh Choudhary	Non-Promoter	10000
78.	Alok Ramshankar Chaudhary	Non-Promoter	10000
79.	Seema Alok Chaudhary	Non-Promoter	10000
80.	Mahi Chaudhary	Non-Promoter	10000
81.	Vinit Alok Chaudhary	Non-Promoter	10000
82.	Aryak Bhardwaj	Non-Promoter	10000
83.	Rakesh Kumar	Non-Promoter	10000
84.	Agarwal Ramsahay Mangilal HUF	Non-Promoter	10000
85.	Gupta Neha Viral	Non-Promoter	10000
86.	Gupta Ramgopal Ramsahay (Huf)	Non-Promoter	10000
87.	Viral Ramgopal Gupta	Non-Promoter	10000
88.	Viral Ramgopal Gupta (HUF)	Non-Promoter	10000
89.	Hardik Ghanshyam Naraniwal	Non-Promoter	10000
90.	Ghanshyam J. Naraniwal (HUF)	Non-Promoter	10000
91.	Swati Anupam Agrawal	Non-Promoter	10000
92.	Sanjay Ravindra Agrawal	Non-Promoter	10000
93.	Karishma Jay Dhruva	Non-Promoter	10000
94.	Deepak Menda	Non-Promoter	10000
95.	Vardayni Global Llp	Non-Promoter	6000
96.	Hasmukhbhai Parekh	Non-Promoter	5000
97.	Sudesh Sood	Non-Promoter	5000
98.	Rupa Kothari	Non-Promoter	5000
99.	Jigna Kothari	Non-Promoter	5000
100.	Tulsidas Ramlal Pahadia	Non-Promoter	4000
101.	Sita Tulsidas Pahadia	Non-Promoter	4000
102.	Kapil Tulsidas Pahadia	Non-Promoter	4000
103.	Minu Tulsidas Pahadia	Non-Promoter	4000
104.	Hitesh Tulsidas Pahadiya	Non-Promoter	4000
105.	Nikhil Rishi Kapil	Non-Promoter	4000

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Tuesday, November 03, 2026 being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, December 03, 2026.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of the Warrants shall be subject to the following terms and conditions:

I. The warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the warrant holders.

II. An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance 75% shall be payable by the warrant holder(s) on the exercise of the warrant(s).

III. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company.

IV. The price determined above and the number of Equity Shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

V. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.

VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.

VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

IX. The allotment of the Equity Shares pursuant to exercise of warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

X. The Equity Shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

XI. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the

offer, issue and allotment of the warrants and thereafter allotment of Equity Shares further to exercise of the warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the warrants including deciding the size and timing of any tranche of the warrants), entering into contracts, arrangements, memorandum, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants) and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India)Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the warrants and Equity Shares (to be issued on exercise of the warrants) with the depositories, viz. NSDL and CDSL and for the credit of such warrants / shares to the respective dematerialized securities account of the proposed allottees and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors
For Amba Auto Sales and Services Limited

Sd/-
Rakesh Kumar Lohia
Managing Director
DIN: 01884538

Registered Office:
Sy. No. 442/2A, 443/2B, 7, Hongasandra,
Bangalore, Karnataka, India, 560068.
CIN: U47594KA2005PLC035690

Date: November 05, 2026
Place: Bangalore

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Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Extra Ordinary General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 21/2021 dated December 14, 2021 and 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the General Meeting through VC/OVAM. In terms of the said circulars, the Extra Ordinary General Meeting ("EGM") of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per notes.

2. In line with the aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice has been uploaded on the website of the Company at www.ambaauto.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of Bigshare Services Private Limited ("Bigshare") (agency for providing the Remote e-Voting facility) i.e., https://ivote.bigshareonline.com/landing.

3. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.

4. Pursuant to the aforesaid MCA circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

6. The Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure

mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.

8. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@ambabajaj.com.The members who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@ambabajaj.com. These queries will be replied to by the company suitably by email.

9. **Process and manner for members opting for voting through electronic means:**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by Bigshare.

2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Thursday, November 26, 2026, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

3. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e., Thursday, November 26, 2026, shall be entitled to exercise his/her vote either electronically i.e.,

remote e-voting or venue voting system on the date of the EGM by following the procedure mentioned in this part.

4. The remote e-voting will commence on Monday, November 30, 2026 at 09:00 a.m. and will end on Wednesday, December 02, 2026 at 05:00 p.m. during this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., Thursday, November 26, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by Bigshare thereafter.

5. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

6. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, November 26, 2026.

7. The Company has appointed CS Sunnykumar Narwani, Practising Company Secretary, Designated Partner of M/s. VTSN and Associates LLP (Membership No. ACS: 38196; CP No: 27211), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting process on the date of the EGM, in a fair and transparent manner.

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

i. The voting period begins on Monday, November 30, 2026 at 09:00 a.m. and will end on Wednesday, December 02, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, November 26, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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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.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access

	the system of all e-Voting Service Providers i.e. **BIGSHARE**, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting website)** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	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 or joining virtual meeting & voting during the meeting.

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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 022-48867000.

1. **Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note *If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

2. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.

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- Enter all required details and submit.
- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.
  NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.
  (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".
    Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)
  - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on "**UPLOAD**". Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

- Custodian can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	**Helpdesk details**
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

3. Procedure for joining the EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).

- After successful login, **Bigshare E-voting system** page will appear.
  - Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
  - Select event for which you are desire to attend the EGM under the dropdown option.
  - For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
  - Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EGM are as under:-

- The Members can join the EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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- Only those members/shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 1:

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate the preferential issue of warrants and for meeting future business requirements, if any, it is proposed to increase the Authorised Share Capital to Rs. 35,00,00,000/- (Rupees Thirty-Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the increase of authorised share capital.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives are in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 01 of the Notice for your approval as an Ordinary Resolution.

Item No. 2:

The Board has explored various options and proposed to raise funds by way of issue of Equity Warrants on preferential basis, for the purpose as detailed below. The Board of Directors of the Company ("Board") in their meeting held on Monday, November 02, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue of up to 1,60,00,000 equity warrants ("Warrants") at a price of Rs. 101/- per warrant (Including a premium of Rs. 91/- per Equity Warrant) ("Warrant Issue Price") aggregating up to Rs. 1,61,60,00,000/-with a right to the warrant holders to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10/- of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants and to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

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Sr. No.	Name of Proposed Allottee(s)	Category	No. of warrants to be issued
1.	Pradeep Kumar Lohia	Promoter	2500000
2.	Rakesh Kumar Lohia	Promoter	2300000
3.	Rachna Lohia	Promoter	2300000
4.	Vikash Kumar Lohia	Promoter	2300000
5.	Shilpy Lohia	Promoter Group	2300000
6.	Sakshi Lohia	Promoter Group	100000
7.	Harsh Kumar Lohia	Promoter Group	100000
8.	Vivaan Kumar Lohia	Promoter Group	100000
9.	Rohit Lohia	Non-Promoter	750000
10.	Krisha V Talreja	Non-Promoter	267500
11.	Sanjay Harshadrai Mehta	Non-Promoter	267500
12.	Kamlesh Sureshlal Bhojwani	Non-Promoter	200000
13.	Manjari Prashant Gupta	Non-Promoter	115000
14.	Anshita Prashant Gupta	Non-Promoter	110000
15.	Prakash Kumar Lohia	Non-Promoter	100000
16.	Kirandevi Prakashkumar Lohia	Non-Promoter	100000
17.	Prakashkumar Shivkumar Lohia HUF	Non-Promoter	100000
18.	Godavari Valdiya	Non-Promoter	100000
19.	Bhavika Dhirajlal Chavda	Non-Promoter	100000
20.	Chaarudutt Kishor Motta	Non-Promoter	100000
21.	Prashant Ramgopal Gupta	Non-Promoter	75000
22.	Poonam Dhanuka	Non-Promoter	60000
23.	Kashvi Hiteshkumar Shah	Non-Promoter	50000
24.	Nimish Rasiklal Parekh	Non-Promoter	50000
25.	Jasmin Raskilal Parekh	Non-Promoter	50000
26.	Paresh Navnitlal Bhagat	Non-Promoter	50000
27.	Cyzen Advisors Private Limited	Non-Promoter	50000
28.	Ajay Dhanuka HUF	Non-Promoter	50000
29.	Vinit Laxmikant Mehta HUF	Non-Promoter	45000
30.	Neha Chetan Agrawal	Non-Promoter	40000
31.	Parag Sunil Agrawal HUF	Non-Promoter	40000
32.	Manjudevi Sunil Agrawal	Non-Promoter	40000
33.	Rishit Atul Agrawal	Non-Promoter	40000
34.	Sandeep Kumar Lohia	Non-Promoter	35000
35.	Dipa Lohia	Non-Promoter	35000

36.	Mohit Lohia	Non-Promoter	35000
37.	Arjun Bijlani	Non-Promoter	30000
38.	Prashant Ramgopal Gupta HUF	Non-Promoter	25000
39.	Bindu Gupta	Non-Promoter	25000
40.	Om Prakash	Non-Promoter	25000
41.	Sheth Growth LLP	Non-Promoter	25000
42.	Ashadevi Rajesh Agrawal	Non-Promoter	25000
43.	Neesh Ketan Shah	Non-Promoter	22500
44.	Maitri Rajendra Lalan	Non-Promoter	22500
45.	Shamsher Singh Valdiya	Non-Promoter	20000
46.	Prerak Valdiya	Non-Promoter	20000
47.	Umeshkumar S Lohia	Non-Promoter	20000
48.	Kunal Umeshkumar Lohia	Non-Promoter	20000
49.	Maruti Multichem Private Limited	Non-Promoter	20000
50.	Ramgopal Ramsahay Gupta	Non-Promoter	20000
51.	Bhasha Ramgopal Gupta	Non-Promoter	20000
52.	Gaurav Enterprises LLP	Non-Promoter	20000
53.	Budhiman Enterprise Private Limited	Non-Promoter	20000
54.	Anil Ramnivas Gupta	Non-Promoter	20000
55.	Prakash Ramnivas Gupta	Non-Promoter	20000
56.	Matariya Gaurang R	Non-Promoter	20000
57.	Anuradha Rajesh Gupta	Non-Promoter	20000
58.	Shreya Bhushan Pardeshi	Non-Promoter	20000
59.	Sprika Fintech Private Limited	Non-Promoter	20000
60.	Anil Gokulchand Gupta	Non-Promoter	20000
61.	Unagar Bhautik G	Non-Promoter	15000
62.	Ankit Subhashchandra Agrawal	Non-Promoter	15000
63.	Nishant Kailash Dhanuka	Non-Promoter	15000
64.	Piyush Khandelwal	Non-Promoter	15000
65.	Hiya Umesh Haryani	Non-Promoter	15000
66.	Dineshbhai Narsinhbhai Prajapati	Non-Promoter	12000
67.	Arunaben Dineshbhai Prajapati	Non-Promoter	12000
68.	Prajapati Prakashbhai Narsinhbhai	Non-Promoter	12000
69.	Prajapati Varshaben Prakashbhai	Non-Promoter	12000
70.	Pradeep Bharatbhai Prajapati	Non-Promoter	12000
71.	Patel Shirishkumar N	Non-Promoter	10000
72.	Patel Shirishkumar Nathalal HUF	Non-Promoter	10000

73.	Nathabhai Kanjibhai Patel	Non-Promoter	10000
74.	Patel Divaliben Nathalal	Non-Promoter	10000
75.	Patel Rudra Shirishkumar	Non-Promoter	10000
76.	Patel Rasilaben Ambalal	Non-Promoter	10000
77.	Kamlesh Choudhary	Non-Promoter	10000
78.	Alok Ramshankar Chaudhary	Non-Promoter	10000
79.	Seema Alok Chaudhary	Non-Promoter	10000
80.	Mahi Chaudhary	Non-Promoter	10000
81.	Vinit Alok Chaudhary	Non-Promoter	10000
82.	Aryak Bhardwaj	Non-Promoter	10000
83.	Rakesh Kumar	Non-Promoter	10000
84.	Agarwal Ramsahay Mangilal HUF	Non-Promoter	10000
85.	Gupta Neha Viral	Non-Promoter	10000
86.	Gupta Ramgopal Ramsahay (HUF)	Non-Promoter	10000
87.	Viral Ramgopal Gupta	Non-Promoter	10000
88.	Viral Ramgopal Gupta (HUF)	Non-Promoter	10000
89.	Hardik Ghanshyam Naraniwal	Non-Promoter	10000
90.	Ghanshyam J. Naraniwal (HUF)	Non-Promoter	10000
91.	Swati Anupam Agrawal	Non-Promoter	10000
92.	Sanjay Ravindra Agrawal	Non-Promoter	10000
93.	Karishma Jay Dhruva	Non-Promoter	10000
94.	Deepak Menda	Non-Promoter	10000
95.	Vardayni Global LLP	Non-Promoter	6000
96.	Hasmukhbhai Parekh	Non-Promoter	5000
97.	Sudesh Sood	Non-Promoter	5000
98.	Rupa Kothari	Non-Promoter	5000
99.	Jigna Kothari	Non-Promoter	5000
100.	Tulsidas Ramlal Pahadia	Non-Promoter	4000
101.	Sita Tulsidas Pahadia	Non-Promoter	4000
102.	Kapil Tulsidas Pahadia	Non-Promoter	4000
103.	Minu Tulsidas Pahadia	Non-Promoter	4000
104.	Hitesh Tulsidas Pahadiya	Non-Promoter	4000
105.	Nikhil Rishi Kapil	Non-Promoter	4000

In terms of Section 62 (read with section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue

requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members for the resolution as set out in the notice, by way of a special resolution.

The issue of the Warrants shall be subject to the following terms and conditions:

I. The warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the warrant holders.

II. An amount equivalent to 25% of the warrant issue price shall be payable at the time of subscription and allotment of each warrant and the balance 75% shall be payable by the warrant holder(s) on the exercise of the warrant(s).

III. In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such warrants shall stand forfeited by Company.

IV. The price determined above and the number of Equity Shares to be allotted on exercise of the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

V. Apart from the said right of adjustment mentioned in (iv) above, the warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the warrant holder thereof any rights akin to that of shareholder(s) of the Company.

VI. The proposed warrants shall be issued and allotted by the Company to proposed allottee within a period of 15 (fifteen) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date receipt of last of such approvals, if any.

VII. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations.

VIII. The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or

undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

IX. The allotment of the Equity Shares pursuant to exercise of warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

X. The Equity Shares so allotted on exercise of the warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.

XI. The warrants and equity shares issued pursuant to the exercise of the warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The following disclosures for the issue of equity warrants on preferential basis are made in accordance with the provisions of Section 62 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI (ICDR) Regulations:

i. The objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. **Funding capital expenditure for setting up new showrooms, workshops and warehouses -** To utilise a portion of the Issue proceeds towards capital expenditure for establishing new showrooms, workshops and warehouses, including civil and interior works, electrical installations, plumbing, flooring, signage, furniture and fixtures, and necessary equipment, to expand the Company's network and support business growth.

2. **To meet the working capital requirements of the Company -** To utilise a portion of the issue proceeds towards meeting the Company's working capital requirements, including procurement of materials, inventory funding, payments to suppliers and other operational expenses, to support its business operations and growth.

3. **Repayment or Prepayment of secured /unsecured Loans –** To utilise a portion of the issue proceeds towards repayment or prepayment, in full or in part, of secured / unsecured loans availed by the Company from its promoters, directors, related parties and/or other lenders, including any interest accrued thereon, if any. The repayment/prepayment shall be undertaken in accordance with applicable laws and subject to such approvals, if any, as may be required.

4. **General Corporate Purpose** - An amount of up to 25% (twenty-five percent) of the issue proceeds shall be utilized towards general corporate purposes. This includes, but is not limited to, meeting general corporate exigencies, contingencies, administrative and

operational costs, and other purposes as permitted under applicable laws, as may be determined by the Board from time to time.

The proceeds raised through the Preferential Issue ("Issue Proceeds") shall be used as follows:

Purpose	**Total estimated amount to be utilised for each of the Objects***	**Tentative Timeline for utilization**	**Till funds are utilized, disclose the mode in which funds will be kept**
Funding capital expenditure for setting up new showrooms, workshops and warehouses	16,20,00,000	Within 24 months from the date of receipt of funds	Deposited in Schedule Commercial Bank, in Cash credit / Fixed Deposit accounts
To meet the working capital requirements of the Company	40,75,00,000		
Repayment or Prepayment of secured /unsecured Loans	64,65,00,000		
General Corporate Purposes	40,00,00,000		

*Considering 100% subscription of equity warrants including conversion of warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the Issue Proceeds of warrants shall be received by the Company in one or more tranches as per the resolution within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for the all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds (as set out herein).

The above stated fund requirements are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business. The Company may have to revise its estimates from time to time on account of various factors beyond its control, such as financial, market and sectoral conditions, competitive environment, business performance and strategy and interest or exchange rate fluctuations. Consequently, the funding requirements of our Company and deployment schedules are subject to revision in the future at the discretion of the management, however the same will be done in compliance with applicable laws.

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CIN: U47594KA2005PLC035690
Email: cs@ambabajaj.com **Tel.:** +91-9900367421 **Website:** www.ambaauto.com
(Authorised Dealer of Bajaj Auto Limited)

ii. The total number of warrants or other securities to be issued:

The Board, in its meeting held on Monday, November 02, 2026 subject to necessary approval(s), have approved the proposal for raising of funds by way of issue up to 1,60,00,000 equity warrants ("Warrants") at a price of Rs. 101/- per warrant ("Warrant Issue Price") aggregating up to Rs. 1,61,60,00,000/-.

iii. amount which the company intends to raise by way of such securities

Amount to be raised by issue of Warrants is up to Rs. 1,61,60,00,000/-

iv.The price or price band at which the allotment is proposed:

Issue Price is fixed at Rs. 101/- (Including a premium of Rs. 91/-) per Equity Warrant.

v. Basis on which the price has been arrived at:

The equity shares of the Company are listed on NSE Emerge, the SME platform of the National Stock Exchange of India Limited ("NSE") and are frequently traded within the meaning of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

Since the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the Relevant Date, the floor price determined under Regulation 164(1) of the SEBI ICDR Regulations is the higher of the following:

a. The 90 trading days' volume weighted average price of the equity shares of the Company quoted on NSE preceding the Relevant Date, being Rs. 97.66 per equity share; or

b. The 10 trading days' volume weighted average price of the equity shares of the Company quoted on NSE preceding the Relevant Date, being Rs. 99.35 per equity share.

Accordingly, the floor price determined pursuant to Regulation 164(1) of the SEBI ICDR Regulations is Rs. 99.35 per Equity Share.

Further, since the proposed preferential issue would result in an allotment of more than 5% of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert, the Company has obtained a valuation report from an independent registered valuer in accordance with Regulation 166A of the SEBI ICDR Regulations. The valuation report issued by Procurve Valux Private Limited, bearing IBBI Registration No. IBBI/RV-E/02/2025/218, having its office at E-716, Ganesh Glory 11, Jagatpur, Off S. G. Highway, Ahmedabad–382481, and signed by CA Sejal Agrawal, Director, determines a price of Rs. 100.00 per equity share.

For determining the floor price of the proposed preferential issue, the Company has considered the pricing requirements under Regulation 164(1), the valuation report obtained from an independent registered valuer under Regulation 166A of the SEBI ICDR Regulations

and the applicable provisions of its Articles of Association, if any. Accordingly, the applicable floor price, being the higher of the price determined under Regulation 164(1) and the price determined in the independent registered valuer's report, is ₹100 per equity share.

The Board of Directors has approved an issue price of ₹101 per convertible warrant, each warrant being convertible into one equity share of the Company, which is not less than the applicable floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

Nevertheless, If the Company is required to re-compute the price, then it shall undertake such re-computation and if the amount payable on account of the re-computation of price is not paid by the Proposed Allottees within the time stipulated in the SEBI ICDR Regulations, the specified securities shall continue to remain locked in until such amount is paid by the respective allottees.

vi. The relevant date on the basis of which price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Warrants is Tuesday, November 03, 2026, being the weekday 30 days prior to the date of Extraordinary General Meeting i.e. Thursday, December 03, 2026.

vii. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of warrants is proposed to be made to the allottees belonging to promoter(s), member(s) of promoter group and non-promoter person/entities.

viii. Intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

The preferential issue of warrants is being made to the proposed allottee(s) belonging to the promoter(s)/member(s) of promoter group and non-promoter person/entities as per the list of the Proposed Allottees mentioned in Resolution No. 02.

Apart from the Proposed Allottees mentioned in the Resolution No. 02, none of the other promoters, members of promoter group, directors, key managerial personnel or senior management of the Company intend to subscribe to the offer of equity warrants.

ix.The proposed time within which the allotment shall be completed:

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Under Regulation 170 of the SEBI (ICDR) Regulations, Preferential Allotment of the Equity Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the shareholders of the Company or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

x. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr No	**Name of Proposed Allottee(s)**	**Category**	**Pre- Preferential Issue as on November 03, 2026**		**No. of Warrants to be Allotted**	**Post Allotment of Warrants pursuant to the Preferential allotment (Assuming conversion of warrants proposed to be issued)**	
			No. of Equity Shares Held	**% Held**		**No. of Equity Shares**	**Percentage (%)**
Below is the list of Proposed Allottee(s) of 1,60,00,000 Fully Convertible Equity Warrants							
1.	Pradeep Kumar Lohia	Promoter	4050000	22.10	2500000	6550000	19.08
2.	Rakesh Kumar Lohia	Promoter	4496400	24.54	2300000	6796400	19.80
3.	Rachna Lohia	Promoter	1800	0.01	2300000	2301800	6.71
4.	Vikash Kumar Lohia	Promoter	4496400	24.54	2300000	6796400	19.80
5.	Shilpy Lohia	Promoter Group	1800	0.01	2300000	2301800	6.71
6.	Sakshi Lohia	Promoter Group	1800	0.01	100000	101800	0.30
7.	Harsh Kumar Lohia	Promoter Group	1800	0.01	100000	101800	0.30
8.	Vivaan Kumar Lohia	Promoter Group	0	0.00	100000	100000	0.29
9.	Rohit Lohia	Non-Promoter	0	0.00	750000	750000	2.19
10.	Krisha V Talreja	Non-Promoter	0	0.00	267500	267500	0.78
11.	Sanjay Harshadrai Mehta	Non-Promoter	0	0.00	267500	267500	0.78
12.	Kamlesh Sureshlal Bhojwani	Non-Promoter	0	0.00	200000	200000	0.58
13.	Manjari Prashant Gupta	Non-Promoter	20000	0.11	115000	135000	0.39
14.	Anshita Prashant Gupta	Non-Promoter	451000	2.46	110000	561000	1.63

15.	Prakash Kumar Lohia	Non-Promoter	20000	0.11	100000	120000	0.35
16.	Kirandevi Prakashkumar Lohia	Non-Promoter	0	0.00	100000	100000	0.29
17.	Prakashkumar Shivkumar Lohia HUF	Non-Promoter	0	0.00	100000	100000	0.29
18.	Godavari Valdiya	Non-Promoter	12000	0.07	100000	112000	0.33
19.	Bhavika Dhirajlal Chavda	Non-Promoter	0	0.00	100000	100000	0.29
20.	Chaarudutt Kishor Motta	Non-Promoter	0	0.00	100000	100000	0.29
21.	Prashant Ramgopal Gupta	Non-Promoter	20000	0.11	75000	95000	0.28
22.	Poonam Dhanuka	Non-Promoter	0	0.00	60000	60000	0.17
23.	Kashvi Hiteshkumar Shah	Non-Promoter	0	0.00	50000	50000	0.15
24.	Nimish Rasiklal Parekh	Non-Promoter	0	0.00	50000	50000	0.15
25.	Jasmin Raskilal Parekh	Non-Promoter	0	0.00	50000	50000	0.15
26.	Paresh Navnitlal Bhagat	Non-Promoter	0	0.00	50000	50000	0.15
27.	Cyzen Advisors Private Limited	Non-Promoter	0	0.00	50000	50000	0.15
28.	Ajay Dhanuka HUF	Non-Promoter	0	0.00	50000	50000	0.15
29.	Vinit Laxmikant Mehta Huf	Non-Promoter	1000	0.01	45000	46000	0.13
30.	Neha Chetan Agrawal	Non-Promoter	0	0.00	40000	40000	0.12
31.	Parag Sunil Agrawal Huf	Non-Promoter	0	0.00	40000	40000	0.12
32.	Manjudevi Sunil Agrawal	Non-Promoter	0	0.00	40000	40000	0.12
33.	Rishit Atul Agrawal	Non-Promoter	0	0.00	40000	40000	0.12
34.	Sandeep Kumar Lohia	Non-Promoter	0	0.00	35000	35000	0.10
35.	Dipa Lohia	Non-Promoter	13000	0.07	35000	48000	0.14
36.	Mohit Lohia	Non-Promoter	14000	0.08	35000	49000	0.14
37.	Arjun Bijlani	Non-Promoter	0	0.00	30000	30000	0.09
38.	Prashant Ramgopal Gupta HUF	Non-Promoter	18000	0.10	25000	43000	0.13
39.	Bindu Gupta	Non-Promoter	0	0.00	25000	25000	0.07

40.	Om Prakash	Non-Promoter	0	0.00	25000	25000	0.07
41.	Sheth Growth LLP	Non-Promoter	0	0.00	25000	25000	0.07
42.	Ashadevi Rajesh Agrawal	Non-Promoter	0	0.00	25000	25000	0.07
43.	Neesh Ketan Shah	Non-Promoter	1000	0.01	22500	23500	0.07
44.	Maitri Rajendra Lalan	Non-Promoter	0	0.00	22500	22500	0.07
45.	Shamsher Singh Valdiya	Non-Promoter	2000	0.01	20000	22000	0.06
46.	Prerak Valdiya	Non-Promoter	2000	0.01	20000	22000	0.06
47.	Umeshkumar S Lohia	Non-Promoter	1000	0.01	20000	21000	0.06
48.	Kunal Umeshkumar Lohia	Non-Promoter	0	0.00	20000	20000	0.06
49.	Maruti Multichem Private Limited	Non-Promoter	12000	0.07	20000	32000	0.09
50.	Ramgopal Ramsahay Gupta	Non-Promoter	10000	0.05	20000	30000	0.09
51.	Bhasha Ramgopal Gupta	Non-Promoter	7000	0.04	20000	27000	0.08
52.	Gaurav Enterprises LLP	Non-Promoter	16000	0.09	20000	36000	0.10
53.	Budhiman Enterprise Private Limited	Non-Promoter	8000	0.04	20000	28000	0.08
54.	Anil Ramnivas Gupta	Non-Promoter	13000	0.07	20000	33000	0.10
55.	Prakash Ramnivas Gupta	Non-Promoter	13000	0.07	20000	33000	0.10
56.	Matariya Gaurang R	Non-Promoter	12000	0.07	20000	32000	0.09
57.	Anuradha Rajesh Gupta	Non-Promoter	0	0.00	20000	20000	0.06
58.	Shreya Bhushan Pardeshi	Non-Promoter	0	0.00	20000	20000	0.06
59.	Sprika Fintech Private Limited	Non-Promoter	0	0.00	20000	20000	0.06
60.	Anil Gokulchand Gupta	Non-Promoter	0	0.00	20000	20000	0.06
61.	Unagar Bhautik G	Non-Promoter	2000	0.01	15000	17000	0.05
62.	Ankit Subhashchandra Agrawal	Non-Promoter	12000	0.07	15000	27000	0.08
63.	Nishant Kailash Dhanuka	Non-Promoter	0	0.00	15000	15000	0.04

64.	Piyush Khandelwal	Non-Promoter	0	0.00	15000	15000	0.04
65.	Hiya Umesh Haryani	Non-Promoter	0	0.00	15000	15000	0.04
66.	Dineshbhai Narsinhbhai Prajapati	Non-Promoter	4000	0.02	12000	16000	0.05
67.	Arunaben Dineshbhai Prajapati	Non-Promoter	3000	0.02	12000	15000	0.04
68.	Prajapati Prakashbhai Narsinhbhai	Non-Promoter	2000	0.01	12000	14000	0.04
69.	Prajapati Varshaben Prakashbhai	Non-Promoter	0	0.00	12000	12000	0.03
70.	Pradeep Bharatbhai Prajapati	Non-Promoter	0	0.00	12000	12000	0.03
71.	Patel Shirishkumar N	Non-Promoter	6000	0.03	10000	16000	0.05
72.	Patel Shirishkumar Nathalal HUF	Non-Promoter	0	0.00	10000	10000	0.03
73.	Nathabhai Kanjibhai Patel	Non-Promoter	5000	0.03	10000	15000	0.04
74.	Patel Divaliben Nathalal	Non-Promoter	6000	0.03	10000	16000	0.05
75.	Patel Rudra Shirishkumar	Non-Promoter	3000	0.02	10000	13000	0.04
76.	Patel Rasilaben Ambalal	Non-Promoter	0	0.00	10000	10000	0.03
77.	Kamlesh Choudhary	Non-Promoter	3000	0.02	10000	13000	0.04
78.	Alok Ramshankar Chaudhary	Non-Promoter	0	0.00	10000	10000	0.03
79.	Seema Alok Chaudhary	Non-Promoter	0	0.00	10000	10000	0.03
80.	Mahi Chaudhary	Non-Promoter	2000	0.01	10000	12000	0.03
81.	Vinit Alok Chaudhary	Non-Promoter	0	0.00	10000	10000	0.03
82.	Aryak Bhardwaj	Non-Promoter	0	0.00	10000	10000	0.03
83.	Rakesh Kumar	Non-Promoter	0	0.00	10000	10000	0.03
84.	Agarwal Ramsahay Mangilal HUF	Non-Promoter	9000	0.05	10000	19000	0.06
85.	Gupta Neha Viral	Non-Promoter	8000	0.04	10000	18000	0.05
86.	Gupta Ramgopal Ramsahay (Huf)	Non-Promoter	7000	0.04	10000	17000	0.05
87.	Viral Ramgopal Gupta	Non-Promoter	7000	0.04	10000	17000	0.05
88.	Viral Ramgopal Gupta (HUF)	Non-Promoter	6000	0.03	10000	16000	0.05

89.	Hardik Ghanshyam Naraniwal	Non-Promoter	0	0.00	10000	10000	0.03
90.	Ghanshyam J. Naraniwal (HUF)	Non-Promoter	0	0.00	10000	10000	0.03
91.	Swati Anupam Agrawal	Non-Promoter	0	0.00	10000	10000	0.03
92.	Sanjay Ravindra Agrawal	Non-Promoter	0	0.00	10000	10000	0.03
93.	Karishma Jay Dhruva	Non-Promoter	0	0.00	10000	10000	0.03
94.	Deepak Menda	Non-Promoter	0	0.00	10000	10000	0.03
95.	Vardayni Global Llp	Non-Promoter	0	0.00	6000	6000	0.02
96.	Hasmukhbhai Parekh	Non-Promoter	0	0.00	5000	5000	0.01
97.	Sudesh Sood	Non-Promoter	0	0.00	5000	5000	0.01
98.	Rupa Kothari	Non-Promoter	8000	0.04	5000	13000	0.04
99.	Jigna Kothari	Non-Promoter	5000	0.03	5000	10000	0.03
100.	Tulsidas Ramlal Pahadia	Non-Promoter	0	0.00	4000	4000	0.01
101.	Sita Tulsidas Pahadia	Non-Promoter	0	0.00	4000	4000	0.01
102.	Kapil Tulsidas Pahadia	Non-Promoter	0	0.00	4000	4000	0.01
103.	Minu Tulsidas Pahadia	Non-Promoter	0	0.00	4000	4000	0.01
104.	Hitesh Tulsidas Pahadiya	Non-Promoter	0	0.00	4000	4000	0.01
105.	Nikhil Rishi Kapil	Non-Promoter	0	0.00	4000	4000	0.01

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Equity Warrants of the Company.

xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any other issue or allotment of securities on preferential basis during the financial year 2026-27.

xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

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xiii. The Shareholding pattern of the Company before and after the allotment of securities under the preferential issue:

Sr. No	Category	Pre-Issue Shareholding		Post Allotment of Equity Warrants pursuant to the Preferential allotment (Assuming conversion of all warrants i.e. warrants proposed to be issued)	
		No. of shares	**%**	**No. of shares**	**%**
	A. Promoter Holding				
1	**Indian**				
	Individual	1,30,50,000	71.22	2,50,50,000	72.98
	Bodies Corporate	-	-	-	-
	Sub Total	**1,30,50,000**	**71.22**	**2,50,50,000**	**72.98**
2	**Foreign Promoters**	-	-	-	-
	Sub Total (A)	**1,30,50,000**	**71.22**	**2,50,50,000**	**72.98**
	B. Non promoters' holding				
1	Institutional Investors	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Portfolio Investors	-	-	-	-
2	Non-Institution				
	Any other (Individuals, Body Corporates and HUFs)	51,89,000	28.32	9189000	26.77
	Non-Resident Indians	85,000	0.46	85,000	0.25
	Sub Total (B)	**52,74,000**	**28.78**	**92,74,000**	**27.02**
	Grand Total	**1,83,24,000**	**100.00**	**3,43,24,000**	**100.00**

Note: As on the date of dispatch of this Notice, the Company has no outstanding convertible securities other than the Equity Warrants proposed under this Notice and the pre-issue shareholding is as of October 23, 2026.

xiv. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name of Proposed Allottee (s)	Current status of proposed allottee	Proposed status of allottee post the preferential issue
1.	Pradeep Kumar Lohia	Promoter	Promoter
2.	Rakesh Kumar Lohia	Promoter	Promoter

3.	Rachna Lohia	Promoter	Promoter
4.	Vikash Kumar Lohia	Promoter	Promoter
5.	Shilpy Lohia	Promoter Group	Promoter Group
6.	Sakshi Lohia	Promoter Group	Promoter Group
7.	Harsh Kumar Lohia	Promoter Group	Promoter Group
8.	Vivaan Kumar Lohia	Promoter Group	Promoter Group
9.	Rohit Lohia	Non-Promoter	Non-Promoter
10.	Krisha V Talreja	Non-Promoter	Non-Promoter
11.	Sanjay Harshadrai Mehta	Non-Promoter	Non-Promoter
12.	Kamlesh Sureshlal Bhojwani	Non-Promoter	Non-Promoter
13.	Manjari Prashant Gupta	Non-Promoter	Non-Promoter
14.	Anshita Prashant Gupta	Non-Promoter	Non-Promoter
15.	Prakash Kumar Lohia	Non-Promoter	Non-Promoter
16.	Kirandevi Prakashkumar Lohia	Non-Promoter	Non-Promoter
17.	Prakashkumar Shivkumar Lohia HUF	Non-Promoter	Non-Promoter
18.	Godavari Valdiya	Non-Promoter	Non-Promoter
19.	Bhavika Dhirajlal Chavda	Non-Promoter	Non-Promoter
20.	Chaarudutt Kishor Motta	Non-Promoter	Non-Promoter
21.	Prashant Ramgopal Gupta	Non-Promoter	Non-Promoter
22.	Poonam Dhanuka	Non-Promoter	Non-Promoter
23.	Kashvi Hiteshkumar Shah	Non-Promoter	Non-Promoter
24.	Nimish Rasiklal Parekh	Non-Promoter	Non-Promoter
25.	Jasmin Raskilal Parekh	Non-Promoter	Non-Promoter
26.	Paresh Navnitlal Bhagat	Non-Promoter	Non-Promoter
27.	Cyzen Advisors Private Limited	Non-Promoter	Non-Promoter
28.	Ajay Dhanuka HUF	Non-Promoter	Non-Promoter
29.	Vinit Laxmikant Mehta Huf	Non-Promoter	Non-Promoter
30.	Neha Chetan Agrawal	Non-Promoter	Non-Promoter
31.	Parag Sunil Agrawal Huf	Non-Promoter	Non-Promoter
32.	Manjudevi Sunil Agrawal	Non-Promoter	Non-Promoter
33.	Rishit Atul Agrawal	Non-Promoter	Non-Promoter
34.	Sandeep Kumar Lohia	Non-Promoter	Non-Promoter
35.	Dipa Lohia	Non-Promoter	Non-Promoter
36.	Mohit Lohia	Non-Promoter	Non-Promoter
37.	Arjun Bijlani	Non-Promoter	Non-Promoter
38.	Prashant Ramgopal Gupta HUF	Non-Promoter	Non-Promoter
39.	Bindu Gupta	Non-Promoter	Non-Promoter
40.	Om Prakash	Non-Promoter	Non-Promoter
41.	Sheth Growth Llp	Non-Promoter	Non-Promoter
42.	Ashadevi Rajesh Agrawal	Non-Promoter	Non-Promoter
43.	Neesh Ketan Shah	Non-Promoter	Non-Promoter
44.	Maitri Rajendra Lalan	Non-Promoter	Non-Promoter
45.	Shamsher Singh Valdiya	Non-Promoter	Non-Promoter
46.	Prerak Valdiya	Non-Promoter	Non-Promoter

47.	Umeshkumar S Lohia	Non-Promoter	Non-Promoter
48.	Kunal Umeshkumar Lohia	Non-Promoter	Non-Promoter
49.	Maruti Multichem Private Limited	Non-Promoter	Non-Promoter
50.	Ramgopal Ramsahay Gupta	Non-Promoter	Non-Promoter
51.	Bhasha Ramgopal Gupta	Non-Promoter	Non-Promoter
52.	Gaurav Enterprises LLP	Non-Promoter	Non-Promoter
53.	Budhiman Enterprise Private Limited	Non-Promoter	Non-Promoter
54.	Anil Ramnivas Gupta	Non-Promoter	Non-Promoter
55.	Prakash Ramnivas Gupta	Non-Promoter	Non-Promoter
56.	Matariya Gaurang R	Non-Promoter	Non-Promoter
57.	Anuradha Rajesh Gupta	Non-Promoter	Non-Promoter
58.	Shreya Bhushan Pardeshi	Non-Promoter	Non-Promoter
59.	Sprika Fintech Private Limited	Non-Promoter	Non-Promoter
60.	Anil Gokulchand Gupta	Non-Promoter	Non-Promoter
61.	Unagar Bhautik G	Non-Promoter	Non-Promoter
62.	Ankit Subhashchandra Agrawal	Non-Promoter	Non-Promoter
63.	Nishant Kailash Dhanuka	Non-Promoter	Non-Promoter
64.	Piyush Khandelwal	Non-Promoter	Non-Promoter
65.	Hiya Umesh Haryani	Non-Promoter	Non-Promoter
66.	Dineshbhai Narsinhbhai Prajapati	Non-Promoter	Non-Promoter
67.	Arunaben Dineshbhai Prajapati	Non-Promoter	Non-Promoter
68.	Prajapati Prakashbhai Narsinhbhai	Non-Promoter	Non-Promoter
69.	Prajapati Varshaben Prakashbhai	Non-Promoter	Non-Promoter
70.	Pradeep Bharatbhai Prajapati	Non-Promoter	Non-Promoter
71.	Patel Shirishkumar N	Non-Promoter	Non-Promoter
72.	Patel Shirishkumar Nathalal HUF	Non-Promoter	Non-Promoter
73.	Nathabhai Kanjibhai Patel	Non-Promoter	Non-Promoter
74.	Patel Divaliben Nathalal	Non-Promoter	Non-Promoter
75.	Patel Rudra Shirishkumar	Non-Promoter	Non-Promoter
76.	Patel Rasilaben Ambalal	Non-Promoter	Non-Promoter
77.	Kamlesh Choudhary	Non-Promoter	Non-Promoter
78.	Alok Ramshankar Chaudhary	Non-Promoter	Non-Promoter
79.	Seema Alok Chaudhary	Non-Promoter	Non-Promoter
80.	Mahi Chaudhary	Non-Promoter	Non-Promoter
81.	Vinit Alok Chaudhary	Non-Promoter	Non-Promoter
82.	Aryak Bhardwaj	Non-Promoter	Non-Promoter
83.	Rakesh Kumar	Non-Promoter	Non-Promoter
84.	Agarwal Ramsahay Mangilal HUF	Non-Promoter	Non-Promoter
85.	Gupta Neha Viral	Non-Promoter	Non-Promoter
86.	Gupta Ramgopal Ramsahay (Huf)	Non-Promoter	Non-Promoter
87.	Viral Ramgopal Gupta	Non-Promoter	Non-Promoter
88.	Viral Ramgopal Gupta (HUF)	Non-Promoter	Non-Promoter
89.	Hardik Ghanshyam Naraniwal	Non-Promoter	Non-Promoter
90.	Ghanshyam J. Naraniwal (HUF)	Non-Promoter	Non-Promoter

91.	Swati Anupam Agrawal	Non-Promoter	Non-Promoter
92.	Sanjay Ravindra Agrawal	Non-Promoter	Non-Promoter
93.	Karishma Jay Dhruva	Non-Promoter	Non-Promoter
94.	Deepak Menda	Non-Promoter	Non-Promoter
95.	Vardayni Global Llp	Non-Promoter	Non-Promoter
96.	Hasmukhbhai Parekh	Non-Promoter	Non-Promoter
97.	Sudesh Sood	Non-Promoter	Non-Promoter
98.	Rupa Kothari	Non-Promoter	Non-Promoter
99.	Jigna Kothari	Non-Promoter	Non-Promoter
100.	Tulsidas Ramlal Pahadia	Non-Promoter	Non-Promoter
101.	Sita Tulsidas Pahadia	Non-Promoter	Non-Promoter
102.	Kapil Tulsidas Pahadia	Non-Promoter	Non-Promoter
103.	Minu Tulsidas Pahadia	Non-Promoter	Non-Promoter
104.	Hitesh Tulsidas Pahadiya	Non-Promoter	Non-Promoter
105.	Nikhil Rishi Kapil	Non-Promoter	Non-Promoter

xv. Lock-In Period:

The Equity warrants to be allotted shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The pre preferential holding of the proposed allottees, if any, shall be locked in, under Regulation 167(6) of the SEBI (ICDR) Regulations.

xvi. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No	Name of Proposed Allottee	Identity of Natural Person who are the Ultimate Beneficial Owner of the Shares proposed to be issued	Pre- Preferential Issue as on November 03, 2026		No. of Equity Warrants to be allotted	Post Allotment of Warrants pursuant to the Preferential allotment	
			No. of Equity Shares/ Warrants Held	% Held		No. of Equity Shares	Percentage (%)
1.	Prakashkumar Shivkumar Lohia HUF	Prakashkumar Shivkumar Lohia	0	0	100000	100000	0.29
2.	Ajay Dhanuka HUF	Ajay Dhanuka	0	0	50000	50000	0.15
3.	Vinit Laxmikant Mehta HUF	Vinit Laxmikant Mehta	1000	0.01	45000	46000	0.13
4.	Parag Sunil Agrawal HUF	Parag Sunil Agrawal	0	0	40000	40000	0.12
5.	Prashant Ramgopal Gupta HUF	Prashant Ramgopal Gupta	18000	0.10	25000	43000	0.13

6.	Patel Shirishkumar Nathalal HUF	Patel Shirishkumar Nathalal	0	0	10000	10000	0.03
7.	Agarwal Ramsahay Mangilal HUF	Ramgopal Ramsahay Gupta	9000	0.05	10000	19000	0.06
8.	Gupta Ramgopal Ramsahay (HUF)	Ramgopal Ramsahay Gupta	7000	0.04	10000	17000	0.05
9.	Viral Ramgopal Gupta (HUF)	Viral Ramgopal Gupta	6000	0.03	10000	16000	0.05
10	Ghanshyam J. Naraniwal (HUF)	Ghanshyam Jagdish Naraniwal	0	0	10000	10000	0.03
11	Cyzen Advisors Private Limited	Ankit Girishbhai Kanakia	0	0	50000	50000	0.15
12	Sheth Growth LLP	Nisarg Jayesh Sheth Dishaben Jayesh Sheth	0	0	25000	25000	0.07
13	Maruti Multichem Private Limited	Ramgopal Ramsahay Gupta Bhasha Ramgopal Gupta Viral Ramgopal Gupta	12000	0.07	20000	32000	0.09
14	Gaurav Enterprises LLP	Ramgopal Ramsahay Gupta Bhasha Ramgopal Gupta Viral Ramgopal Gupta Neha Viral Gupta	16000	0.09	20000	36000	0.10
15	Budhiman Enterprise Private Limited	Ramgopal Ramsahay Gupta Bhasha Ramgopal Gupta Prashant Ramgopal Gupta	8000	0.04	20000	28000	0.08
16	Sprika Fintech Private Limited	Jayantkumar Prafulkumar Bhansali	0	0.00	20000	20000	0.06
17	Vardayni Global LLP	Tarun Kumar Gandhi Vimmi Vij Gagan Deep Sharma	0	0	6000	6000	0.02

xvii. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the

disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

xviii. Disclosure specified in Schedule VI of SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

Neither the Company nor its Promoters or Directors have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Promoters or Directors are a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

xix. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the Equity Shares to be allotted pursuant to conversion of warrants and the Equity Shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

xx. Valuation Report from an Independent Registered Valuer:

The Company has obtained a Valuation Report from CA Sejal Agrawal, Director of Procurve Valux Private Limited, Registered Valuer having IBBI Registration No. IBBI/RV-E/02/2025/218, having office at E-716, Ganesh Glory 11, Jagatpur, Off S.G. Highway, Ahmedabad, Gujarat, India - 382481, for determining the value/fair value of the Equity Shares of the Company for the purpose of the proposed Preferential Issue.

The aforesaid Valuation Report is available on the website of the Company and may be accessed at the following direct link: https://ambaauto.com/wp-content/uploads/2026/11/Valuation-Report_Preferential-Issue.pdf

xxi. Practicing Company Secretary's Certificate:

The certificate from M/s Prachi Bansal and Associates, Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://ambaauto.com/wp-content/uploads/2026/11/CS-Certificate_Prferential-Issue.pdf

xxii. Principal terms of assets charged as securities:

Not applicable

xxiii. Monitoring of Utilization of Funds:

Given that the issue size exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed Brickwork Ratings India Private Limited a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

The Monitoring Agency shall submit its report to the Company in the format specified as per SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in the SEBI ICDR Regulations. The Company shall, within the statutory timelines, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

xxiv. Other Disclosures/Undertaking:

a. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;

b. Neither the Company nor its directors or Promoters have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

c. The proposed allottees have not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

d. The Company is in compliance with the conditions for continuous listing;

e. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 02 in the accompanying notice for your approval.

AMBA AUTO SALES AND SERVICES LIMITED
(Formerly known as Amba Auto Sales and Services Private Limited)
Registered Address: Sy. No. 442/2A, 443/2B, 7, Hongasandra,
Bangalore, Karnataka, India, 560068
CIN: U47594KA2005PLC035690
Email: cs@ambabajaj.com **Tel.:** +91-9900367421 **Website:** www.ambaauto.com
(Authorised Dealer of Bajaj Auto Limited)

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders and proposed allottees of the Company.

By order of the Board of Directors
For Amba Auto Sales and Services Limited

Sd/-
Rakesh Kumar Lohia
Managing Director
DIN: 01884538

Registered Office:
Sy. No. 442/2A, 443/2B, 7,
Hongasandra, Bangalore, Karnataka,
India, 560068
CIN: U47594KA2005PLC035690

Date: November 05, 2026
Place: Bangalore