



ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON SATURDAY 29TH APRIL, 2023 AT PLOT NO. 13-14, SECTOR 5, IMT MANESAR, GURUGRAM, HARYANA 122050.

APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR – MR. KULDIP SINGH RATHEE

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, subject to the approval of the Members, approval of the Board of Directors of the Company (hereinafter referred to as the “Board”) be and hereby accorded to appoint Mr. Kuldip Singh Rathee (DIN: 00041032) as the Chairman and Managing Director of the Company, not liable to retire by rotation, for the period of five years, with effect from 01 May, 2023 upon the terms and conditions reproduced below and that the Board be and are hereby authorised to alter and vary such terms and conditions including annual increment of remuneration not more than 20% over and above the annual gross remuneration of preceding financial year, based on the performance.

Basic Salary	Rupees 29,00,621/- (Twenty-Nine Lacs Six Hundred and Twenty-One Only) per month.
Housing	(a) Company owned accommodation OR In case the Company cannot provide its own accommodation, expenditure on hiring unfurnished accommodation, subject to the ceiling of an amount equivalent to House Rent Allowance, as defined below. OR In case no accommodation is provided by the Company, House Rent Allowance of Rs. 12,43,123/- (Rupees Twelve Lacs Forty-Three Thousand One Hundred Twenty Three Only) per month. (b) Provision of Furniture, fittings and equipments at the residence, to be valued as per the Income Tax Rules 1962 and subject to the ceiling of 40% of the Basic Pay. (c) Provision of gas, electricity, water and furnishings for the residence, to be valued as per the Income Tax Rules 1962 and subject to the ceiling of 40% of the Basic Pay.
Medical Reimbursement	Expenses incurred for self and family, the total cost of which to the Company shall not exceed one month’s Basic Pay in a period of one year or three month’s basic Pay over a period of 3 years. In addition, actual expenses incurred on Hospitalisation for self and family shall also be paid for separately.
Medical Insurance	Medical Insurance for self and family subject to a ceiling of annual premium of Rs. 3,00,000 (Rupees Three Lacs Only)
Personal Accident Insurance	Personal Accident Insurance for self and family subject to a ceiling of annual premium of Rs. 50,000 (Rupees Fifty Thousand Only)
Leave Travel	For Self and family subject to a ceiling of one month’s Basic Pay in a Financial Year.
Club Fees	Fees for clubs including Admission/Renewal/Life Membership fee subject to a maximum of 2 (two) clubs.
Gratuity	As per the provisions of Gratuity Act, 1972.
Car	(a) Free use of car with driver for business and personal purposes. (b) In the event of his using own car for official purposes, reimbursement of expenses incurred thereon.
Telephone	Free telephone facility at residence, and provision of free mobile phone with all expenses thereof.
Leave	Earned/ privilege leave - On full pay and allowances @one month’s leave for every 11(eleven) month of service, with the facility of encashment of accumulated leave on completion of tenure or cessation of service. Casual and Sick Leave(s) – As per the Rules/Policy of the Company.
Reimbursement of Business Expenses	The Company will reimburse all expenses incurred on entertainment, travelling, etc., for the purposes of the business of the Company.
Variable Performance Pay	@2.40% of Profit (before tax and Variable Performance Pay of all Directors and employees) for each year, (Percentage Limit) subject to an upper limit of Rs. 3 crores per annum (Monetary Limit). Provided that the Board may decide to pay the proportionate Variable Performance Pay, on quarterly basis, on the basis of provisional quarterly unaudited results, subject to a limit of 75% of Variable Performance Pay arrived as per above given formula or 75% of Monetary Limit (as defined above), on cumulative basis upto the quarter, whichever is lower, and subject to the aggregate of such payments not exceeding the Percentage Limit and Monetary Limit, as stated hereinabove.

The Company may, at its sole discretion, decide to give higher annual increment(s), additional allowances or in any other manner, whatsoever.

Overall Remuneration: The aggregate of Salary, Allowances and the monetary value of other Benefits and Perquisites & Variable Performance Pay, as specified above or paid additionally in accordance with the rules/policy of the Company in any financial year, may exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, as may be applicable to the Company.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act approval of the Board be and is hereby accorded to continue the employment of Mr. Kuldip Singh Rathee (DIN: 00041032) as the Chairman and Managing Director of the Company even after attaining the age of 70 years.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kuldip Singh Rathee, may exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Kuldip Singh Rathee, Chairman and Managing Director by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Chairman and Managing Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

CERTIFIED TRUE COPY

For ASK AUTOMOTIVE LIMITED

RAJANI SHARMA
VICE PRESIDENT (LEGAL), COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. 14294



Corporate Office :-

Plot No. 13-14, Sector - 5, I.M.T. Manesar,

Distt. Gurgaon. PIN - 122050 (Hr.)

Ph : 0124 - 4396900

e-mail : info@askbrake.com

: roc@askbrake.com

Website : www.askbrake.com



Registered Office .

Flat No. 104, 929/1, Naiwala,

Faiz Road, Karol Bagh,

New Delhi - 110 005

Tel : 011-28758433, 28759605,

011-28752694, 43071516

CIN : U34300DL1988PLCG30342



ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON SATURDAY 29TH APRIL, 2023 AT PLOT NO. 13-14, SECTOR 5, IMT MANESAR, GURUGRAM, HARYANA 122050.

RE-APPOINTMENT OF EXECUTIVE DIRECTOR – MR. PRASHANT RATHEE

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) read with Rules framed thereunder, (including any statutory modification(s) and enactment(s) thereof, for the time being in force) and Article of Association of the Company subject to such other approval as may be necessary, subject to the approval of the Members, approval of the Board of Directors of the Company (hereinafter referred to as the “Board”) be and is hereby accorded for re-appointment of Mr. Prashant Rathee (DIN 00041081) as a Whole Time Director (being designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 years, with effect from 1st May 2023 upon the terms and conditions reproduced below and that the Board be and are hereby authorised to alter and vary such terms and conditions including annual increment of remuneration not more than 20% over and above the annual gross remuneration of preceding financial year, based on the performance.

Basic Salary	Rupees 10,71,252/- (Ten Lacs Seventy One Thousand Two Hundred Fifty Two) per month.
Housing	(a) Company owned accommodation OR In case the Company cannot provide its own accommodation, expenditure on hiring unfurnished accommodation, subject to the ceiling of an amount equivalent to House Rent Allowance, as defined below. OR In case no accommodation is provided by the Company, House Rent Allowance of Rs. 4,59,108/- (Four Lacs Fifty Nine Thousand One Hundred Eight) per month. (b) Provision of furniture, fittings and equipments at the residence, to be valued as per the Income Tax Rules 1962 and subject to the ceiling of 40% of the Basic Pay. (c) Provision of gas, electricity, water and furnishings for the residence, to be valued as per the Income Tax Rules 1962 and subject to the ceiling of 40% of the Basic Pay.
Medical Reimbursement	Expenses incurred for self and family, the total cost of which to the Company shall not exceed one month's Basic Pay in a period of one year or three month's basic Pay over a period of 3 years. In addition, actual expenses incurred on Hospitalisation for self and family shall also be paid for separately.
Medical Insurance	Medical Insurance for self and family subject to a ceiling of annual premium of Rs. 3,00,000 (Rupees Three Lacs Only)
Personal Accident Insurance	Personal Accident Insurance for self and family subject to a ceiling of annual premium of Rs. 50,000 (Rupees Fifty Thousand Only)
Leave Travel	For Self and family subject to a ceiling of one month's Basic Pay in a Financial Year.
Club Fees	Fees for clubs including Admission/Renewal/Life Membership fee subject to a maximum of 2 (two) clubs.
Gratuity	As per the provisions of Gratuity Act, 1972.
Car	(a) Free use of car with driver for business and personal purposes. (b) In the event of his using own car for official purposes, reimbursement of expenses incurred thereon.
Telephone	Free telephone facility at residence, and provision of free mobile phone with all expenses thereof.
Leave	Earned/ privilege leave - On full pay and allowances @one month's leave for every 11(eleven) month of service, with the facility of encashment of accumulated leave on completion of tenure or cessation of service. Casual and Sick Leave(s) – As per the Rules/Policy of the Company.
Reimbursement of Business Expenses	The Company will reimburse all expenses incurred on entertainment, travelling, etc., for the purposes of the business of the Company.
Variable Performance Pay	@1.05% of Profit (before tax and Variable Performance Pay of all Directors and employees) for each year, (Percentage Limit) subject to an upper limit of Rs. 1 crore per annum (Monetary Limit). Provided that the Board may decide to pay the proportionate Variable Performance Pay, on quarterly basis, on the basis of provisional quarterly unaudited results, subject to a limit of 75% of Variable Performance Pay arrived as per above given formula or 75% of Monetary Limit (as defined above), on cumulative basis upto the quarter, whichever is lower, and subject to the aggregate of such payments not exceeding the Percentage Limit and Monetary Limit, as stated hereinabove.

The Company may, at its sole discretion, decide to give higher annual increment(s), additional allowances or in any other manner, whatsoever.

Overall Remuneration: The aggregate of Salary, Allowances and the monetary value of other Benefits and Perquisites & Variable Performance Pay, as specified above or paid additionally in accordance with the rules/policy of the Company in any financial year, may exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, as may be applicable to the Company.

RESOLVED FURTHER THAT the remuneration payable to Mr. Prashant Rathee, may exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Prashant Rathee, by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Mr. Prashant Rathee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

CERTIFIED TRUE COPY

For ASK AUTOMOTIVE LIMITED

RAJANI SHARMA
VICE PRESIDENT (LEGAL), COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. 14391



Corporate Office :-

Plot No. 13-14, Sector - 5, I.M.T. Manesar,

Distt. Gurgaon. PIN - 122050 (Hr.)

Ph : 0124 - 4396900

e-mail : info@askbrake.com

: roc@askbrake.com

Website : www.askbrake.com



Registered Office

Flat No. 104, 929/1, Naiwala,

Faiz Road, Karol Bagh,

New Delhi - 110 005

Tel : 011-28758433, 28759605,

011-28752694, 43071516

CIN : U34300DL1988PLC030342



ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON SATURDAY 29TH APRIL, 2023 AT PLOT NO. 13-14, SECTOR 5, IMT MANESAR, GURUGRAM, HARYANA 122050.

RE-APPOINTMENT OF EXECUTIVE DIRECTOR – MR. AMAN RATHEE

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rules framed thereunder, (including any statutory modification(s) and enactment(s) thereof, for the time being in force) and Article of Association of the Company subject to such other approval as may be necessary, subject to the approval of the Members, approval of the Board of Directors of the Company (hereinafter referred to as the "Board") be and is hereby accorded for the re-appointment Mr. Aman Rathee (DIN 00041081) as a Whole Time Director designated as Executive Director of the Company, liable to retire by rotation, for a period of 5 years, with effect from 1st May 2023 upon the terms and conditions reproduced below and that the Board be and are hereby authorised to alter and vary such terms and conditions including annual increment of remuneration not more than 20% over and above the annual gross remuneration of preceding financial year, based on the performance.

Basic Salary	Rupees 10,71,252/- (Ten Lacs Seventy One Thousand Two Hundred Fifty Two) per month.
Housing	(a) Company owned accommodation OR In case the Company cannot provide its own accommodation, expenditure on hiring unfurnished accommodation, subject to the ceiling of an amount equivalent to House Rent Allowance, as defined below. OR In case no accommodation is provided by the Company, House Rent Allowance of Rs. 4,59,108/- (Four Lacs Fifty Nine Thousand One Hundred Eight) per month. (b) Provision of furniture, fittings and equipments at the residence, to be valued as per the Income Tax Rules 1962 and subject to the ceiling of 40% of the Basic Pay. (c) Provision of gas, electricity, water and furnishings for the residence, to be valued as per the Income Tax Rules 1962 and subject to the ceiling of 40% of the Basic Pay.
Medical Reimbursement	Expenses incurred for self and family, the total cost of which to the Company shall not exceed one month's Basic Pay in a period of one year or three month's basic Pay over a period of 3 years. In addition, actual expenses incurred on Hospitalisation for self and family shall also be paid for separately.
Medical Insurance	Medical Insurance for self and family subject to a ceiling of annual premium of Rs. 3,00,000 (Rupees Three Lacs Only)
Personal Accident Insurance	Personal Accident Insurance for self and family subject to a ceiling of annual premium of Rs. 50,000 (Rupees Fifty Thousand Only)
Leave Travel	For Self and family subject to a ceiling of one month's Basic Pay in a Financial Year.
Club Fees	Fees for clubs including Admission/Renewal/Life Membership fee subject to a maximum of 2 (two) clubs.
Gratuity	As per the provisions of Gratuity Act, 1972.
Car	(a) Free use of car with driver for business and personal purposes. (b) In the event of his using own car for official purposes, reimbursement of expenses incurred thereon.
Telephone	Free telephone facility at residence, and provision of free mobile phone with all expenses thereof.
Leave	Earned/ privilege leave - On full pay and allowances @one month's leave for every 11(eleven) month of service, with the facility of encashment of accumulated leave on completion of tenure or cessation of service. Casual and Sick Leave(s) – As per the Rules/Policy of the Company.
Reimbursement of Business Expenses	The Company will reimburse all expenses incurred on entertainment, travelling, etc., for the purposes of the business of the Company.
Variable Performance Pay	@1.05% of Profit (before tax and Variable Performance Pay of all Directors and employees) for each year, (Percentage Limit) subject to an upper limit of Rs. 1 crore per annum (Monetary Limit). Provided that the Board may decide to pay the proportionate Variable Performance Pay, on quarterly basis, on the basis of provisional quarterly unaudited results, subject to a limit of 75% of Variable Performance Pay arrived as per above given formula or 75% of Monetary Limit (as defined above), on cumulative basis upto the quarter, whichever is lower, and subject to the aggregate of such payments not exceeding the Percentage Limit and Monetary Limit, as stated hereinaabove.
The Company may, at its sole discretion, decide to give higher annual increment(s), additional allowances or in any other manner, whatsoever.	
Overall Remuneration: The aggregate of Salary, Allowances and the monetary value of other Benefits and Perquisites & Variable Performance Pay, as specified above or paid additionally in accordance with the rules/policy of the Company in any financial year, may exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof, as may be applicable to the Company.	

RESOLVED FURTHER THAT the remuneration payable to Mr. Aman Rathee, may exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Aman Rathee by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Mr. Aman Rathee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

CERTIFIED TRUE COPY

For ASK AUTOMOTIVE LIMITED

RAJANI SHARMA
VICE PRESIDENT (LEGAL), COMPANY SECRETARY AND COMPLIANCE OFFICER
M. NO. 14391



Corporate Office :-

Plot No. 13-14, Sector - 5, I.M.T. Manesar,

Distt. Gurgaon. PIN - 122050 (Hr.)

Ph : 0124 - 4398900

e-mail : info@askbrake.com

: roc@askbrake.com

Website : www.askbrake.com



Registered Office :-

Flat No. 104, 929/1, Naiwala,

Faiz Road, Karol Bagh,

New Delhi - 110 005

Tel : 011-28758433, 28759605,

011-28752694, 43071516

CIN: U34300DL1988PLC030342



ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON SATURDAY 29TH APRIL, 2023 AT PLOT NO. 13-14, SECTOR 5, IMT MANESAR, GURUGRAM, HARYANA 122050.

RE-APPOINTMENT OF EXECUTIVE DIRECTOR – MR. RAJESH KATARIA

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provision, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") read with Rules framed thereunder, (including any statutory modification(s) and enactment(s) thereof, for the time being in force) and Article of Association of the Company subject to such other approval as may be necessary, subject to the approval of the Members, approval of the Board of Directors of the Company (hereinafter referred to as the "Board") be and is hereby accorded for the appointment Mr. Rajesh Kataria (DIN 08528643) as a Whole Time Director (being designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 years, with effect from 1st May 2023 upon the terms and conditions reproduced below and that the Board be and are hereby authorised to alter and vary such terms and conditions including annual increment of remuneration not more than 20% over and above the annual gross remuneration of preceding financial year, based on the performance.

Basic Salary	Rs. 1,92,006/- (One Lacs Ninety Two Thousand and Six) per month
Housing Rent Allowance	Rs. 62,418/- (Sixty Two Thousand Four Hundred and Eighteen) per month
Child Education Allowance	Rs. 200/- (Two Hundred) per month
Special Allowance	Rs. 65,252/- (Sixty Five Thousand Two Hundred Fifty Two) per month
Conveyance	One chauffeur driven Car for personal and official purposes with a limit of Rs. 18,000/- (Eighteen Thousand) per month, for Driver and Rs. 22,000/- (Twenty Two Thousand) per month, for Car Running & Maintenance
Bonus	Rs. 1,096/- (One Thousand Ninety Six) per month
Phone expenses	Full reimbursement on actual bill
Leave	Earned leave as per the policy of the Company Leaves (SL / CL) and holidays as per Company policy
Gratuity	As Per the Provision of the Gratuity Act
Reimbursement of Business Expenses	Reimbursement of actual conveyance, reasonable travel, entertainment expenses incurred for the purpose of the business of the Company
Medicclaim and Accidental coverage as per company norms	As per Company policy

RESOLVED FURTHER THAT the remuneration payable to Mr. Rajesh Kataria, may exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rajesh Kataria by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Mr. Rajesh Kataria.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

CERTIFIED TRUE COPY
For ASK AUTOMOTIVE LIMITED

RAJANI SHARMA
VICE PRESIDENT (LEGAL), COMPANY SECRETARY
AND COMPLIANCE OFFICER
M. NO. 14391



Corporate Office :-
Plot No. 13-14, Sector - 5, I.M.T. Manesar,
Distt. Gurgaon. PIN - 122050 (Hr.)
Ph : 0124 - 4396900
e-mail : info@askbrake.com
roc@askbrake.com
Website : www.askbrake.com



Registered Office :-
Flat No. 104, 929/1, Naiwala,
Faiz Road, Karol Bagh,
New Delhi - 110 005
Tel : 011-28758433, 28759605,
011-28752694, 43071516
CIN : U34300DL1988PLC030342



ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE EXTRA-ORDINARY GENERAL MEETING (02/2022-23) OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 8TH MAY, 2023 AT PLOT NO. 13-14, SECTOR - 5, IMT MANESAR, GURGAON, HARYANA-122050.

APPOINTMENT OF MR. KULDIP SINGH RATHEE (DIN: 00041032) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), and subject to such other approvals as may be necessary, the consent of the Members be and hereby accorded for appointment of Mr. Kuldip Singh Rathee (DIN: 00041032) as the Chairman and Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 01 May, 2023, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting and that the Board of Directors be and are hereby authorised to alter and vary such terms and condition of the said appointment including, annual increment of remuneration not more than 20% over the annual gross remuneration of preceding financial year based on the performance.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rathee, may exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rathee, Chairman and Managing Director by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Chairman and Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**CERTIFIED TRUE COPY
For ASK AUTOMOTIVE LIMITED**

**RAJANI SHARMA
VP(Legal), Company Secretary and Compliance officer**



Corporate Office :-
Plot No. 13-14, Sector - 5, I.M.T. Manesar,
Distt. Gurgaon. PIN - 122050 (Hr.)
Ph : 0124 - 4396900
e-mail : info@askbrake.com
: roc@askbrake.com
Website : www.askbrake.com



Registered Office :
Flat No. 104, 929/1, Naiwala,
Faiz Road, Karol Bagh,
New Delhi - 110 005
Tel : 011-28758433, 28759605
011-28752694, 43071516
CIN : U34300DL1988PLC030342



ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE EXTRA-ORDINARY GENERAL MEETING (02/2022-23) OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 8TH MAY, 2023 AT PLOT NO. 13-14, SECTOR - 5, IMT MANESAR, GURGAON, HARYANA-122050.

RE-APPOINTMENT OF MR. PRASHANT RATHEE (DIN: 00041081) AS WHOLE-TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for re-appointment of Mr. Prashant Rathee (DIN 00041081) as a Whole Time Director (being designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 01 May, 2023, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting and that the Board of Directors be and are hereby authorised to alter and vary such terms and condition of the said appointment including, annual increment of remuneration not more than 20% over the annual gross remuneration of preceding financial year based on the performance.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rathee, may exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rathee, Whole Time Director by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mr. Rathee, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**CERTIFIED TRUE COPY
For ASK AUTOMOTIVE LIMITED**

**RAJANI SHARMA
VP(Legal), Company Secretary and Compliance officer**





ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE EXTRA-ORDINARY GENERAL MEETING (02/2022-23) OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 8TH MAY, 2023 AT PLOT NO. 13-14, SECTOR - 5, IMT MANESAR, GURGAON, HARYANA-122050.

RE-APPOINTMENT OF MR. AMAN RATHEE (DIN: 00041130) AS WHOLE-TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for re-appointment of Mr. Aman Rathee (DIN 00041130) as a Whole Time Director (being designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 01 May, 2023, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting and that the Board of Directors be and are hereby authorised to alter and vary such terms and condition of the said appointment including, annual increment of remuneration not more than 20% over the annual gross remuneration of preceding financial year based on the performance.

RESOLVED FURTHER THAT the remuneration payable to Mr. Rathee, may exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Rathee, Whole Time Director by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mr. Rathee, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**CERTIFIED TRUE COPY
For ASK AUTOMOTIVE LIMITED**

**RAJANI SHARMA
VP(Legal), Company Secretary and Compliance officer**





ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE EXTRA-ORDINARY GENERAL MEETING (02/2022-23) OF THE MEMBERS OF THE COMPANY HELD ON MONDAY THE 8TH MAY, 2023 AT PLOT NO. 13-14, SECTOR - 5, IMT MANESAR, GURGAON, HARYANA-122050.

RE-APPOINTMENT OF MR. RAJESH KATARIA (DIN: 08528643) AS WHOLE-TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force), the consent of the Members be and is hereby accorded for re-appointment of Mr. Rajesh Kataria (DIN 08528643) as a Whole Time Director (being designated as Executive Director) of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 01 May, 2023, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Extra-Ordinary General Meeting and that the Board of Directors be and are hereby authorised to alter and vary such terms and condition of the said appointment including, annual increment of remuneration not more than 20% over the annual gross remuneration of preceding financial year based on the performance.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kataria, may exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Kataria, Whole Time Director by way of salary, perquisites and allowances may exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Act with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Whole Time Director.

RESOLVED FURTHER THAT Mr. Kataria, Whole Time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**CERTIFIED TRUE COPY
For ASK AUTOMOTIVE LIMITED**

**RAJANI SHARMA
VP(Legal), Company Secretary and Compliance officer**



Corporate Office :-

Plot No. 13-14, Sector - 5, I.M.T. Manesar,

Distt. Gurgaon. PIN - 122050 (Hr.)

Ph : 0124 - 4396900

e-mail : info@askbrake.com

: roc@askbrake.com

Website : www.askbrake.com



Registered Office :

Flat No. 104, 929/1, Naiwala,

Faiz Road, Karol Bagh,

New Delhi - 110 005

Tel : 011-28758433, 28759605

011-28752694, 43071516

CIN : U34300DL1988PLC030342