



# ASK AUTOMOTIVE LIMITED

(Formerly known as ASK Automotive Private Limited)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF THE COMPANY AT THE BOARD MEETING HELD ON FRIDAY, 09<sup>TH</sup> JUNE, 2023 AT CAMELLIA CLUB ('GROUND FLOOR'), THE CAMELLIAS, DLF 5, GURUGRAM, HARYANA.

## APPROVAL OF THE DRAFT RED HERRING PROSPECTUS

"RESOLVED THAT, in furtherance of the resolution passed by the board of directors of the Company (the "Board") on 6<sup>th</sup> October, 2022 and subject to applicable laws, the draft of the draft red herring prospectus (the "DRHP"), in respect of the initial public offering of equity shares of face value of ₹ 2 each of the Company (the "Equity Shares") consisting of an offer for sale of upto 2,95,71,390 (Two Crore Ninety Five Lacs Seventy One Thousand Three Hundred and Ninety) Equity Shares by Mr. Kuldip Singh Rathee and Mrs. Vijay Rathee (the "Selling Shareholder(s)") (the "Offer"), at such price as may be determined in accordance with the book building process prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and as agreed to by the [Company and the Selling Shareholders] in consultation with the book running lead managers to the Offer (the "BRLMs"), as provided to, and tabled before the Board, containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with Securities and Exchange Board of India ("SEBI"), BSE Limited, National Stock Exchange of India Limited (which together with BSE Limited shall collectively be referred to as the "Stock Exchanges") and such other authorities or persons as may be required.

RESOLVED FURTHER THAT the "Statement of Special Tax Benefits" as disclosed in the draft of the DRHP tabled before the Board, and approved pursuant to the above resolution, a draft of which is set out in Annexure 2A, is hereby approved.

RESOLVED FURTHER THAT the business strategies as disclosed in the "Our Business – Our Strategies" section of the draft of the DRHP tabled before the Board, and approved pursuant to the above resolution, as reproduced in Annexure 2B, is hereby approved.

RESOLVED FURTHER THAT, the duly constituted IPO Committee of the Board, is hereby authorized to confirm, ratify and re-approve any modifications, changes, variations, alterations, deletions and/or additions necessary to be made to the "Our Business – Our Strategies" and "Statement of Special Tax Benefits" sections and/or related certifications to be received from Walker Chandio & Co LLP.

RESOLVED FURTHER THAT, the Board hereby takes on record the resolution dated June 9, 2023 passed by the Audit Committee approving the key performance indicators to be disclosed in the DRHP and other Offer-related documents to be filed with the RoC, SEBI and the Stock Exchanges ("Audit Committee Resolution").

RESOLVED FURTHER THAT, the duly constituted IPO Committee of the Board is hereby authorized to confirm, ratify and re-approve any modifications, changes, variations, alterations, deletions and/or additions necessary to be made to the Audit Committee Resolution dated June 9, 2023 and any matters in relation thereto, including, but not limited to, confirming that no key performance indicators ("KPIs") pertaining to the Company, other than as included in the Audit Committee resolution, have been disclosed to any investors of the Company for raising funds at any point of time during the three immediately preceding years, and/or related certifications to be obtained in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, each of the directors of the Board and/or Mr. Naresh Kumar, Chief Financial Officer and/or Ms. Rajani Sharma, VP (Legal), Company Secretary and Compliance Officer, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Delhi and Haryana at New Delhi, furnish any

### Corporate Office :-

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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

returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**RESOLVED FURTHER THAT** duly certified copies of the above resolutions under the hands of any Director and/or Company Secretary be furnished to any government, statutory or regulatory authority as may be required from time to time."

**CERTIFIED TRUE COPY  
FOR AND ON BEHALF OF BOARD OF DIRECTORS  
For ASK AUTOMOTIVE LIMITED**



**RAJANI SHARMA  
VP (LEGAL), COMPANY SECRETARY AND COMPLIANCE OFFICER  
M. NO. 14391**

