

NOTICE

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

Dear Members,

NOTICE is hereby given that the 37th Annual General Meeting ("AGM") of the Members of ASK Automotive Limited ("the Company") will be held on Friday, 1st day of August, 2025 at 12:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means to transact the following businesses. The proceedings of the AGM shall deemed to be conducted at the Registered Office of the Company at Flat No. 104, 929/1, Naiwala, Faiz Road, Karol Bagh, New Delhi-110005.

ORDINARY BUSINESS

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditors thereon.

2. To declare the Final Dividend of Rs. 1.50 per equity share on the face value of Rs. 2/- each for the financial year ended March 31, 2025.

3. To appoint a Director in place of Mr. Prashant Rathee (DIN 00041081), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint a Director in place of Mr. Aman Rathee (DIN 00041130), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. To ratify the remuneration of Cost Auditors for the financial year 2025-26 and in this regard 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 90,000/- (Rupees Ninety Thousand) plus applicable taxes and out of pocket expenses, if any, payable to M/s Kashyap Kumar & Associates, Cost

Accountants, (FRN: 003338), appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/ official authorized by the Board of Directors for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient in order to give effect to the above resolution and for matters connected therewith or incidental thereto including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

6. To approve the appointment of Secretarial Auditors from the financial year 2025-26 till financial year 2029-30 and in this regard 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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended, and based on the recommendation of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of M/s. Mehta & Mehta, Company Secretaries (FRN : P1996MH007500), as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years to conduct the Secretarial Audit of the Company from the financial year 2025-26 till financial year 2029-30 and to furnish the Secretarial Audit Report thereon.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws.

RESOLVED FURTHER THAT the Audit Committee/ Board be and is hereby authorized to fix the annual fees/ remuneration plus applicable taxes and out-of-pocket expenses payable to the Secretarial Auditors

of the Company for the Secretarial Audit and for such other services or certificates, reports, or opinions which are obtained from/issued by the Secretarial Auditors, from time to time, as determined in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all actions and do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

7. To approve the payment of Commission to Mrs. Vijay Rathee, Non-Executive Non Independent Director of the Company and in this regard 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of Commission to Mrs. Vijay Rathee, Non-Executive Non Independent Director of the Company upto a maximum of Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum for the financial year 2024-25 and Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum for the financial year 2025-26 and onwards, subject to overall limit of one percent (1%) of the net profits of the Company per annum for all the Non-Executive Directors calculated in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To approve the payment of Commission to Non-Executive Independent Directors of the Company and in this regard 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 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), on the recommendation of Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the payment of Commission to the Non-Executive Independent Directors of the Company, upto a maximum of Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum per Non-Executive Independent Director for the financial year 2024-25 and Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum for the financial year 2025-26 and onwards, subject to overall limit of one percent (1%) of the net profits of the Company per annum for all the Non-Executive Directors calculated in accordance with the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. To approve the re-designation of Mr. Prashant Rathee (DIN: 00041081) as Joint Managing Director of the Company in the category of Whole-time Director and in this regard 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, (including any statutory modification or re-enactment thereof for the time being in force), on the recommendation of Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the re-designation of Mr. Prashant Rathee (DIN: 00041081) as Joint Managing Director of the Company with effect from May 13, 2025. The other terms and conditions of his re-appointment approved by the shareholders of the Company in their meeting held on May 08, 2023 shall remain the same.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

10. To approve the re-designation of Mr. Aman Rathee (DIN: 00041130) as Joint Managing Director of the Company in the category of Whole-time Director and in this regard 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 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, (including any statutory modification or re-enactment thereof for the time being in force), on the recommendation of Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the re-designation of Mr. Aman Rathee (DIN: 00041130) as Joint Managing Director of the Company with effect from May 13, 2025. The other terms and conditions of his re-appointment approved by the shareholders of the Company in their meeting held on May 08, 2023 shall remain the same.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To approve the appointment of Mr. Rajan Wadhera (DIN: 00416429) as Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) including the Rules made thereunder (‘the Rules’), as amended from time to time, (including any statutory modification or re-enactment thereof for the time being in force), Mr. Rajan Wadhera (DIN:

00416429), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, with effect from June 01, 2025 and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from the said date i.e. June 01, 2025

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajan Wadhera (DIN: 00416429), who possesses relevant expertise and experience and is not disqualified under Section 164 of the Act and who has consented to act as an Independent Director of the Company and who has submitted a declaration that he meets the criteria for appointment as an Independent Director under Section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (three) consecutive years, from the date of his appointment i.e. June 01, 2025 and he shall be entitled to receive sitting fees and commission for attending meetings of the Board or any Committees thereof, as may be determined/ approved by the Board and/or Members of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board) of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For **ASK Automotive Limited**

Rajani Sharma

Company Secretary
Membership No. ACS 14391

Place: Gurugram
Date: June 25, 2025

Registered Office

ASK Automotive Limited
Flat No. 104, 929/1, Naiwala, Faiz Road, Karol Bagh,
New Delhi – 110005, India

NOTES:

1. A Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice.

2. Pursuant to the General Circular No. 09/2024 dated September 14, 2024 and other circulars issued by the Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 37th AGM shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

National Securities Depositories Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participation in the meeting through VC / OAVM is explained in Note nos. 17 to 19 hereinafter.

3. The physical presence/attendance of Members is not required at the AGM conducted through VC/ OAVM. The attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his /her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM, physical attendance of Members is not required at the AGM pursuant to the Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Since the AGM will be held through VC/OAVM without the physical presence of Members at a common venue, the route map is not required/attached.

6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorization etc, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through e-voting or to vote at AGM. The said resolution/ authorization shall be sent to the Scrutinizer by email through registered email address to fcsvinod@gmail.com with a copy marked to evoting@nsdl.com and to the Company at compliance@askbrake.com.

Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at www.askbrake.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

7. Final Dividend for FY 2024-25

The Board of Directors at its meeting held on May 13, 2025 has recommended final dividend of Rs. 1.50 per equity share on the face value of Rs. 2 per equity share. The Record date to determine Members who are entitled for final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Friday, July 18, 2025.

If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source ("TDS") will be made on or before August 30, 2025 as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Friday, July 18, 2025.
- ii. To all Members in respect of shares held in physical form, if any, after giving effect to valid transfer or transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 18, 2025.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature by the respective security holders. Further, relevant FAQs in this regard, published by SEBI on its website can be viewed at the following link: <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doFaq=yes>

TDS on dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("RTA") (if shares are held in physical form).

A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents on <https://web.in.mpms.muvg.com/formsreg/submission-of-form-15g-15h.html> by 5:00 p.m. (IST) on Friday, July 18, 2025. Shareholders are requested to note that if the PAN is not correct/invalid/ inoperative or have not linked with Aadhar then tax will be deducted at higher rates prescribed under Sections 206AA of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may upload the documents on <https://web.in.mpms.muvg.com/formsreg/submission-of-form-15g-15h.html>. The aforesaid declarations and documents need to be submitted by the shareholders by 5:00 p.m. (IST) on Friday, July 18, 2025.

For further details, please refer to FAQs on Taxation of Dividend Distribution at <https://askbrake.com/investors/>.

8. Directors Retiring by Rotation

In terms of Section 152 of the Act, Mr. Prashant Rathee and Mr. Aman Rathee, Directors of the Company, retire by rotation at the AGM and being eligible, offers themselves for re-appointment. The Board of Directors of the Company recommends their re-appointment.

The relevant details pursuant to Regulation 36(3) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements)

Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of director seeking re-appointment at AGM is annexed to the Notice as **Annexure - I**.

Mr. Prashant Rathee and Mr. Aman Rathee and their relatives shall be deemed to be interested in Item No. 3 and 4 of the Notice, to the extent of their shareholding/Directorship, if any, in the Company. None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the item no. 3 and 4 of the Notice.

9. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, July 25, 2025, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice and attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
10. The Members can join the AGM through 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 AGM through VC/OAVM will be made available for 1000 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 AGM without restriction on account of first come first served basis.

Members who would like to express their views or ask questions during the AGM may register themselves till Friday, July 25, 2025, by sending request mentioning their name, demat account / folio number, email id, mobile number, through their registered email to the Company at compliance@askbrake.com. Members may also send their questions in advance. The same will be replied by the Company suitably.

Members who are registered in advance and received confirmation from the Company will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

11. Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write /send email to the Company at least 7 (seven) days in advance at compliance@askbrake.com. The same will be replied by the Company suitably.

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, any other relevant documents referred to in this Notice of AGM and explanatory statement and also referred in other reports attached with this Notice, will be available electronically for inspection by the Members, without any fee, from the date of circulation of this Notice up to the date of AGM and during AGM. Members seeking to inspect such documents, can send an email to compliance@askbrake.com.
13. If any of the Members are holding shares in physical mode, they are advised to:
 - a) get their shares converted to the demat form as no transfer of physical share is allowed from April 1, 2019.
 - b) submit their Permanent Account Number (PAN) and bank account details to the RTA/ Company, if not registered with the Company, as mandated by SEBI.
 - c) register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is available on the Company's website.
 - d) register / update their e-mail address with the RTA/Company for receiving communications electronically. Registration Form (ISR-1) is available on the Company's website.
 - e) write to the Company for any change in address and bank mandate. Registration Form (ISR-1) is available on the Company's website.
 - f) send the share certificates for consolidation of shares to the Company, if shares are held in the same name or same order of names under different folios.
14. Members holding shares in electronic/ dematerialized mode are advised to:
 - (a) submit their PAN and bank account details to their respective Depository Participants (DPs) with whom they are maintaining their demat accounts and complete KYC process to keep demat account active.
 - (b) contact their respective DPs for registering the nomination, in respect of their shareholding in the Company.
 - (c) register / update their mobile number and e-mail address with their respective DPs for receiving communications electronically.
 - (d) inform any change in address and bank mandate to DP.
15. Non-Resident Indian Members are requested to inform RTA / respective DPs, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
16. The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of 7 (seven) consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandates the companies to also transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of 7 (seven) consecutive years to the demat account of IEPF Authority. The complete list of unpaid/ unclaimed dividend amounts, along with the names of the concerned shareholders, is available on the website of the Company at www.askbrake.com. However, if the dividend proposed for approval of the Members in this AGM, gets approved, then, Members are requested to claim their dividends from the Company, within the stipulated timeline.
- 17. Instructions for E-Voting and Joining AGM are as under:-**
 - I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
 - II. The remote e-voting period shall commence on Tuesday, July 29, 2025 at 9.00 A.M. (IST) and ends on Thursday, July 31, 2025 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. July 25, 2025, may cast their vote by remote e-voting. The voting right of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, being July 25, 2025.

The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 i.e. “Access to NSDL e-voting system” are mentioned below:

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode

In terms of SEBI circular 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 accounts / websites of Depositories/DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under value added 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 i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. If you are 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 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 held 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 users to login Easi /Easiest are requested to 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 e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. 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 e-voting is in progress and also able to directly access the system of all e-voting service providers.
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. Upon logging in, you will be able to see e-voting option. 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 i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at +91 22 - 4886 7000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and if any shareholders holding securities in physical mode.

How to Login to NSDL e-voting website?

1. 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.

2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a verification code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can login at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you login to NSDL e-services after

using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical, if any	Helpdesk details
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) If any of the Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares, if any, held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in **"General Guidelines for shareholders."**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-voting will open.

Details of Step 2 i.e. "Cast your vote electronically and join General Meeting on NSDL e-Voting system" are given below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of Company, which is 134311 for which you wish to cast your vote during the remote e-voting period and casting your vote during the AGM. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsvinod@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five (5) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of " www.evoting.nsdl.com or call on: +91 22 - 4886 7000 or send a request to Ms. Pallavi Mhatre Senior Manager National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at evoting@nsdl.com
 4. Members may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing demat account number / Folio number, client master list or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained above.
- Process for those shareholders whose email-IDs are not registered with the depositories for procuring user ID and password and registration of email-IDs for e-voting for the resolutions set out in this notice:**
1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@askbrake.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master list or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance@askbrake.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account to access e-Voting facility
- THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**
- I. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - II. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.

- III. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC/OAVM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for **Access to NSDL e-voting system**.
2. After successful login, you can see "VC/OAVM" link placed under **"Join meeting"** menu against Company name. You are requested to click on VC/OAVM link placed under "Join Meeting" menu.
3. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
4. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com +91 22 48867000 or contact Ms. Pallavi Mhatre Senior Manager – NSDL at evoting@nsdl.com
18. In case of any queries, Members may refer Frequently Asked Questions (FAQs) and remote e-voting user manual available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.
19. If any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, July 25, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote

e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e. Friday, July 25, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

20. Mr. Vinod Kumar Aneja, Company Secretary (Membership No. FCS 5740) of M/s. Vinod Kumar & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner.

21. Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP. After due verification, the depository will forward your login credentials to your registered email address.

22. E-Voting Results

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and votes cast during the AGM and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. The results of the voting shall be displayed on the Notice Board of the Company at its Registered Office.
- The Results declared, along with the report of the Scrutinizer, shall be displayed on the website of the Company www.askbrake.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to National Stock Exchange of India Limited and BSE Limited.
- Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Friday, August 1, 2025.

ANNUAL GENERAL MEETING – INFORMATION IN BRIEF:

S. No.	Particulars	Details
1.	Day, Date and Time of AGM	Friday, August 1, 2025 at 12:00 P.M. (IST)
2.	AGM Mode /Venue	Through Video conference (VC) and Other Audio-Visual Means (OAVM) without physical presence of shareholders at common venue. AGM shall be deemed to be conducted at Registered Office of the Company
3.	Participation through Video Conferencing	Members can login from 11:30 A.M. (IST) on the date of AGM through NSDL link.
4.	Name and address of e-voting and VC/OAVM service provider	National Securities Depository Limited 3rd Floor, Naman Chamber, Plot C-32, G- Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra -400051
5.	Helpline numbers	Email at the designated email id – evoting@nsdl.com or Call on: 022 - 4886 7000
6.	Cut-off date for entitlement: e-voting/AGM participation /Speaker Registration request	Friday, July 25, 2025
7.	Remote E-voting start time and date	9:00 A.M. (IST), Tuesday, July 29, 2025
8.	Remote E-voting end time and date	5:00 P.M. (IST), Thursday, July 31, 2025
9.	Remote E-voting website	https://www.evoting.nsdl.com/
10.	Emails: Company/documents/ AGM Speaker registration Registrar & Share Transfer Agent NSDL	 compliance@askbrake.com rnt.helpdesk@in.mpms.mufig.com evoting@nsdl.com
11.	Recorded transcript	To be available after AGM at Company's website in "Investors" section within the stipulated timeline.
12.	Email & Contact updation	Through Depository Participant.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS

(Pursuant to Section 102 of the Companies Act, 2013)

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 5,6,7,8,9,10&11 of the accompanying Notice:

ITEM NO. 5

The Members are informed that the Board of Directors of the Company at its Meeting held on May 13, 2025, on the recommendation of Audit Committee, appointed M/s Kashyap Kumar & Associates, Cost Accountants (FRN: 003338), as the Cost Auditor of the Company for the financial year 2025-26 at a remuneration of Rs. 90,000/- (Rupees Ninety thousand only) plus applicable taxes and out of pocket expenses, if any.

The Members are further informed that as per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, ratification by the Members is sought for the remuneration payable to the Cost Auditor for the financial year 2025-26 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item No. 5 of this Notice.

ITEM NO. 6

The Members are informed that the Board of Directors of the Company at their Meeting held on May 13, 2025, on the recommendation of Audit Committee, appointed M/s. Mehta & Mehta, Practising Company Secretaries (FRN: P1996MH007500), a peer reviewed firm as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from the financial year 2025-26 till financial year 2029-30 subject to approval of the Members of the Company.

The Members are further informed that as per the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), every listed Company is required to annex with its Board's Report, a Secretarial Audit Report, issued by a Practising Company Secretary. Further, as per SEBI Listing

Regulations, effective from April 1, 2025, a Company is required to appoint a peer reviewed Secretarial Auditors with the approval of the shareholders in the Annual General Meeting.

Pursuant to Regulation 36(5) of SEBI Listing Regulations, as amended, the brief profile and other details of M/s. Mehta & Mehta, Company Secretaries are as under:

M/s. Mehta & Mehta ("the Firm") is a well-established firm of Practising Company Secretaries with over 25 years of experience in providing corporate legal and secretarial consultancy services. The Firm is spearheaded by its founding partners, CS Atul Mehta and CS Dipti Mehta, and has a pan-India presence with offices across major cities including Mumbai, Delhi, Kolkata, Hyderabad, Pune, and Bengaluru. The Firm's Secretarial Audit division is supported by a team of 100+ professionals.

The Firm is recognised for its comprehensive and tailored services spanning Secretarial Audit, Legal and Compliance Management, Corporate Restructuring, IPO Advisory, SEBI and Listing Compliances, FEMA advisory, and Corporate Governance. The Firm also offers specialised services such as Social Stock Exchange Advisory, ESG and CSR advisory and training for boards and senior management. Their clientele includes listed entities, financial institutions and public sector undertakings reflecting the firm's capability to serve diverse and complex business segments.

The Firm has confirmed that it is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Mehta & Mehta as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/ CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

It is also proposed to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a fees/ remuneration as may be determined by the Audit Committee/Board.

The proposed fees payable to the firm for Secretarial Audit is Rs. 2,50,000 (Rupees Two Lakhs Fifty Thousand only) per annum, for the financial year 2025-26. The said fees shall exclude GST, certification fees, applicable taxes, reimbursements and other related expenditures. The Audit Committee/Board is proposed to be authorized to revise the fees/ remuneration, from time to time.

None of the Directors / Key Managerial Personnel of the Company/ their relatives, are in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item No. 6 of this Notice.

ITEM NO. 7

The Members are informed that the Members of the Company at their Extra Ordinary General Meeting held on April 5, 2023 approved the payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company, upto a maximum of Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum per Non-Executive Director, subject to overall limit of one percent (1%) of the net profits of the Company per annum for all Non-Executive Directors calculated in accordance with the applicable provisions of the Companies Act, 2013 (the 'Act').

The Members are further informed that Mrs. Vijay Rathee, Non-executive Non Independent Director of the Company is a professional with high level of expertise and have rich experience in functional areas such as strategy and planning, corporate governance and regulatory compliances, entrepreneurship, risk management amongst other and she is also actively involved in various decision-making process and is making valuable contributions towards business development, governance, long term strategy and compliances.

The Members are further informed that, the Board of Directors of the Company at their meeting held on June 25, 2025, on the recommendation of the Audit Committee and Nomination and Remuneration Committee, approved the payment of Commission to Mrs. Vijay Rathee, Non-executive Non-Independent Director of the Company upto a maximum of Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum for the financial year 2024-25 and Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum for the financial year 2025-26 and onwards, subject to overall limit of one percent (1%) of the net profits of the Company per annum for all Non-Executive Directors calculated in accordance with the applicable provisions of the Act, subject to the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Mrs Vijay Rathee, herself, Mr. Kuldip Singh Rathee, Mr. Prashant Rathee and Mr. Aman Rathee, being relatives of Mrs. Vijay Rathee, is in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item No. 7 of this Notice.

ITEM NO. 8

The Members are informed that the Members of the Company at their Extra Ordinary General Meeting held on April 5, 2023 approved the payment of Commission to the Non-Executive Directors (including Independent Directors) of the Company, upto a maximum of Rs. 10,00,000/- (Rupees Ten Lakhs only) per annum per Non-Executive Director, subject to overall limit of one percent (1%) of the net profits of the Company per annum

for all Non-Executive Directors calculated in accordance with the applicable provisions of the Companies Act, 2013 (the 'Act').

The Members are further informed that Non-executive Directors are professionals with high level of expertise and have rich experience in functional areas such as strategy and planning, corporate governance and regulatory compliances, finance & taxation, innovation and entrepreneurship, risk management amongst other and they are also actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

The Members are further informed that, the Board of Directors of the Company at their meeting held on June 25, 2025, approved payment of Commission to Non-Executive Independent Directors of the Company upto a maximum of Rs. 20,00,000/- (Rupees Twenty Lakhs only) per annum per Non-Executive Independent Directors for the financial year 2024-25 and Rs. 25,00,000/- (Rupees Twenty-Five Lakhs only) per annum for the financial year 2025-26 and onwards, subject to overall limit of one percent (1%) of the net profits of the Company per annum for all Non-Executive Directors calculated in accordance with the applicable provisions of the Act, subject to the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Non- Executive Independent Directors of the Company, is in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution for approval of the Members, as set out at Item No. 8 of this Notice.

Item No. 9 & 10

The Members are informed that Mr. Prashant Rathee and Mr. Aman Rathee were re-appointed as Whole-time Directors (being designated as Executive Directors) of the Company for a period of 5 (five) years with effect from May 1, 2023 on the terms and conditions including remuneration as approved by the Members of the Company at the Extra-Ordinary General Meeting held on May 8, 2023.

Mr. Prashant Rathee holds a Bachelor's Degree in Commerce from University of Delhi, Delhi. He was previously a director on the board of A.A. Autotech Private Limited from 2008 till it merged with the Company, where he gained experience in the manufacturing sector. He has more than 25 years of experience in the manufacturing sector.

Mr. Aman Rathee holds a Bachelor's degree in Science (Engineering) and a Master's Degree in Business Administration from Purdue University, Hammond, Indiana, United States of America ("USA") and holds a certification in mergers and acquisitions from Harvard

Business School, Boston, Massachusetts (USA). He was previously a director on the board of A.A. Autotech Private Limited from 2012 till it merged with the Company, where he gained experience in the manufacturing sector. He has more than 23 years of experience in the manufacturing sector.

During their tenure with the Company, Mr. Prashant Rathee and Mr. Aman Rathee have made valuable contribution towards the growth of the Company. Accordingly, the Board of Directors of the Company at their Meeting held on May 13, 2025, re-designated each Mr. Prashant Rathee and Mr. Aman Rathee as Joint Managing Director(s) of the Company, on the existing terms and conditions including remuneration, allowances, perquisites as already approved by the Members of the Company at the Extra-Ordinary General Meeting held on May 8, 2023, subject to the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Mr. Prashant Rathee and Mr. Aman Rathee themselves and Mrs. Vijay Rathee and Mr. Kuldeep Singh Rathee, being relatives of Mr. Prashant Rathee and Mr. Aman Rathee, is in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 9 & 10 of the Notice.

The other requisite details of Mr. Prashant Rathee and Mr. Aman Rathee are provided in '**Annexure-I**' to the Notice.

The Board recommends the Ordinary Resolution(s) for approval of the Member, as set out at Item No. 9&10 of this Notice.

Item No. 11

The Members are informed that, the Board of Directors of the Company at their meeting held on May 13, 2025, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajan Wadhera as (i) an Additional Director in the category of Independent Director, with effect from June 1, 2025, who shall hold office till the date of ensuing Annual General Meeting of the Company ('**AGM**') and (ii) an Independent Director, for a term of 3 years, commencing from June 1, 2025, not liable to retire by rotation, subject to the approval of the Members of the Company.

Mr. Wadhera is a Post Graduate in Aircraft Propulsion from IIT Mumbai. He is a renowned name in the Auto Industry and has an experience of more than 40 years in the Auto Sector. He was President Automotive Sector – Mahindra

& Mahindra Limited and was member of Group Executive Board of Mahindra & Mahindra Limited and he was also in Eicher Motors Limited as director-supply chain.

The Members are further informed that pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ('the Act'), Mr. Wadhera, as an Additional Director, shall hold office upto the date of the AGM and eligible to be appointed as a Director.

Mr. Wadhera has confirmed that he is not disqualified in terms of Section 164 of the Act read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as Independent Director of the Company and Company has received requisite declarations from Mr. Wadhera including confirmation that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and the Regulation 16(1)(b) of Listing Regulations. Further, Mr. Wadhera is not restrained from acting as Director in any terms or by virtue of any order passed by Securities Exchange Board of India or any such Authority. Also he is not aware of any circumstances which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgement and without any external influence.

The terms and conditions of his appointment are available for inspection by members at the registered office of the Company and are also available on the website of the Company.

In terms of Section 160 of the Act, the requisite notice in writing from a member has been received proposing the appointment of Mr. Wadhera as Non-Executive Independent Director of the Company.

The other requisite details of Mr. Rajan Wadhera are provided in '**Annexure-I**' to the Notice

None of the Directors / Key Managerial Personnel of the Company/ their relatives except Mr. Rajan Wadhera himself is in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution for approval of the Members, as set out at Item No. 11 of this Notice.

By Order of the Board
For **ASK Automotive Limited**

Rajani Sharma

Company Secretary
Membership No. ACS 14391

Place: Gurugram
Date: June 25, 2025

Registered Office

ASK Automotive Limited
Flat No. 104, 929/1, Naiwala, Faiz Road, Karol Bagh,
New Delhi – 110005, India

ANNEXURE-I

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following information is furnished about the director proposed to be appointed/reappointed:

Particulars/Name	Mr. Prashant Rathee	Mr. Aman Rathee	Mr. Rajan Wadhwa
Age	45	42	68
Date of first appointment on the Board	April 27, 2018	April 27, 2018	June 1, 2025
Background and Expertise & Qualification	He is Commerce Graduate from University of Delhi. He is the Promoter Director of the Company, since, April 27, 2018 and from then, the Company has been taking the advantage of his guidance and supervision. He has experience of more than 25 years in the field of Manufacturing Friction Materials. He has Directorships in other 11 Group Companies. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry.	He holds Bachelor's degree in science (engineering) and a Master's degree in business administration from Purdue University, Hammond, Indiana, United States of America ("USA") and holds a certification in mergers and acquisitions from Harvard Business School, Massachusetts (USA). He is the Promoter Director of the Company, since, April 27, 2018 and from then, the Company has been taking the advantage of his guidance and supervision. He has experience of more than 23 years in the field of Manufacturing Friction Materials. He has Directorships in other 11 Group Companies. Because of his sustained efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the Automotive Parts Industry.	He holds a bachelor's degree of technology in aeronautical engineering from the Indian Institute of Technology, Bombay and a master's degree in technology with specialization in aircraft propulsion from the Indian Institute of Technology, Bombay. He was previously associated with Mahindra and Mahindra Limited as president, automotive and farm equipment sectors and Eicher Motors Limited as director – supply chain. He is a renowned name in the Auto Industry and has experience of more than 40 years in the Auto Sector.
Number of Equity Shares held in the Company including shareholding as beneficial owner	9659987(4.90%)	9659987(4.90%)	8000(0.004058%)
Relationship with other Directors, Manager and other Key Managerial Personnel	Son of Mr. Kuldip Singh Rathee, Chairman & Managing Director and Mrs. Vijay Rathee, Non-Executive Director and Brother of Mr. Aman Rathee Executive Director of the Company.	Son of Mr. Kuldip Singh Rathee, Chairman & Managing Director and Mrs. Vijay Rathee, Non-Executive Director and Brother of Mr. Prashant Rathee Executive Director of the Company.	No relationship with any of the existing Director of the Company.
Terms and conditions of appointment or re-appointment and remuneration to be paid	As per the resolution approved in Extra-Ordinary General Meeting held on May 8, 2023	As per the resolution approved in Extra-Ordinary General Meeting held on May 8, 2023	As mentioned in the Explanatory Statement

Particulars/Name	Mr. Prashant Rathee	Mr. Aman Rathee	Mr. Rajan Wadhwa
No. of Board Meetings attended during the financial year 2024-25	4	7	N/A
Directorships in other Companies	<ul style="list-style-type: none"> AA Friction Materials Private Limited ASK Automobiles Private Limited Adhunik Realty Private Limited L.Y. Developers Private Limited KSR Landholding Projects Private Limited KVP Hotels & Resorts Private Limited Fresh Air Farms Private Limited Planet Agro Farms Private Limited A.P. Automotives Private Limited AISIN ASK India Private Limited ASK Fras-le Friction Private Limited 	<ul style="list-style-type: none"> KVP Hotels & Resorts Private Limited KSR Landholding Projects Private Limited KSR Reality Private Limited Adhunik Realty Private Limited A A Friction Materials Private Limited L. Y. Developers Private Limited ASK Fras-le Friction Private Limited Planet Agro Farms Private Limited Fresh Air Farms Private Limited ASK Automobiles Private Limited AISIN ASK India Private Limited 	<ul style="list-style-type: none"> GNA Axles Limited Ajax Engineering Limited Metalman Auto Limited
Membership / Chairmanship of Committees of companies as on date of notice (including ASK)	<ul style="list-style-type: none"> Stakeholders Relationship Committee, Member Risk Management Committee, Member 	<ul style="list-style-type: none"> Audit Committee, Member Stakeholders Relationship Committee, Member Risk Management Committee, Member 	<ul style="list-style-type: none"> Audit Committee, Member (GNA Axles Limited) Audit Committee, Member (Ajax Engineering Limited) Nomination and Remuneration Committee, Member (Ajax Engineering Limited) Stakeholders Relationship Committee, Chairman (Ajax Engineering Limited) Stakeholders Relationship Committee, Member (Metalman Auto Limited) Risk Management Committee, Member (Ajax Engineering Limited) Risk Management Committee, Chairman (Metalman Auto Limited) Corporate Social Responsibility, Member (Metalman Auto Limited)

Particulars/Name	Mr. Prashant Rathee	Mr. Aman Rathee	Mr. Rajan Wadhera
Listed Entities from which he/she has resigned as Director in past 3 years	Nil	Nil	Nil
Remuneration last drawn	The details pertaining to his remuneration are provided in the Corporate governance report forming part of Annual Report 2024-25	The details pertaining to his remuneration are provided in the Corporate governance report forming part of Annual Report 2024-25	N/A

[illegible]

[illegible]