AUTOMOTIVE MANUFACTURERS PRIVATE LIMITED

Regd. & Head Office :
Automotive House. 108, Bazar Ward Kurla, Mumbai - 400 070. Fax : 022-2503 4545
CIN - U34100MH1948PTC006781. Tel : 6156 3700 / 799. Website : www.automotiveml.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, MUMBAI, COURT III
COMPANY SCHEME APPLICATION NO.210 OF 2025

In the matter of Section 230 to 232 read with other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder

And

In the matter of the Scheme of Arrangement (Demerger)
between
Automotive Manufacturers Private Limited ("Demerged Company")
And
Automotive Mobility Private Limited ("Resulting Company")
And
Their Respective Shareholders and Creditors

AUTOMOTIVE MANUFACTURERS PRIVATE LIMITED ... **APPLICANT/ DEMERGED COMPANY**

AND

AUTOMOTIVE MOBILITY PRIVATE LIMITED ... **RESULTING COMPANY**

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS

NOTICE is hereby given that by an order dated 23rd June 2026 read with the order dated 2nd July 2026 ("**said Order**"), the National Company Law Tribunal, Mumbai ("**the Tribunal**") has directed a meeting to be held of the Equity Shareholders of Automotive Manufacturers Private Limited ("**the Company**") for the purpose of considering, and if thought fit, approving with or without modification(s), the Scheme of Arrangement ("**the Scheme**") proposed to be made between Automotive Manufacturers Private Limited (Demerged Company) and Automotive Mobility Private Limited (Resulting Company) and their respective shareholders and creditors pursuant to Sections 230 to 232 of the Companies Act, 2013 ("**the Act**"), and other applicable provisions of the Act.

In pursuance of the said Order and as directed therein, further Notice is hereby given that a Meeting of the Equity Shareholders of the Company will be held through **Video Conferencing** ("VC") on **Wednesday, August 19, 2026 at 11.30 a.m. IST** at which time, the Equity Shareholders are requested to remain present.

Copies of the said Scheme, and of the explanatory statement under Sections 230 and 232 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures, can be obtained free of charge on any working day (except Saturdays and Sundays) prior to the date of the meeting at the registered office of the Company at :108, Bazar Ward, Kurla(West) - Mumbai - 400070, Maharashtra.

As the Meeting is being convened through VC, the facility for appointment of proxies by the equity shareholders under Section 105 of the Act is not available for the Meeting and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

The Tribunal has appointed Ms. Pooja Singhal, Practicing Company Secretary, as Chairperson of the said Meeting, and Ms. Isha Shah, Practicing Company Secretary, as the Scrutinizer of the Meeting.

The Equity Shareholders shall have the facility of voting on the Resolution for approval of the Scheme by casting their votes through show of hands available at the Meeting to be held through VC.

Once the vote on a resolution is cast by the equity shareholders, the equity shareholders shall not be allowed to change it subsequently.

The equity shareholders are requested to consider, and if thought fit, with or without modification(s) to pass the following Resolution by way of '**Special Resolution**'

As a Special Resolution:

"***RESOLVED THAT*** *pursuant to the provisions of Section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, if any, framed pursuant to the Companies Act, 2013 in each case, including any statutory modification or reenactment thereof, for the time being in force and the enabling provision of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal ("**NCLT**") and approvals of any other relevant statutory or regulatory authorities as may be required, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT, or by any statutory or regulatory authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company, the proposed arrangement embodied in the Scheme of Arrangement between Automotive Manufacturers Private Limited and Automotive Mobility Private Limited and their respective shareholders ("**Scheme**") be and is hereby approved."*

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*"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper to give effect to the above Resolution and effectively implement the Scheme or any other transactions that are incidental or ancillary thereto and to accept such directions, modifications, amendments, limitations and/ or conditions, if any, at any time and for any reason, which may be required and/ or imposed by the NCLT or any other statutory authority."*

*"**RESOLVED FURTHER THAT** the Board may delegate all or any of its powers herein conferred to any Director(s) and/or officer(s) of the Company to give effect to these Resolutions and effectively implement the arrangement embodied in the Scheme and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities, as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without any further approval from shareholders of the Company".*

The voting rights of the equity shareholders shall be in proportion to their equity shareholding in the Company as on closure of business hours on **July 14, 2026 ('Cut-off Date)'**.

The Scheme of Arrangement, if approved by the meeting, will be subject to the subsequent approval of the Tribunal.

Dated this 14th day of July, 2026

Pooja Singhal

Pooja Singhal
Chairperson for the Meeting

Enclosed:
1. Copy of Scheme of Arrangement;
2. Explanatory Statement;

NOTES:

1. The Board of Directors of Automotive Manufacturers Private Limited ("**the Company**") and Automotive Mobility Private Limited at their respective meetings held on 21st April 2025 and 23rd April 2025 had approved the Scheme of Arrangement (Demerger) between the Company and Automotive Mobility Private Limited and their respective shareholders subject to the sanction of the NCLT and of such other authorities as may be necessary.

2. The Explanatory Statement pursuant to Sections 102, 230(3) and 232(2) of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in respect of the business set out above is annexed hereto.

3. The Hon'ble Tribunal vide its Order dated 23rd June 2026 read with Order dated 2nd July 2026, has issued directions to hold the meeting of equity shareholders. Accordingly, the meeting of the equity shareholders of the Company is being convened on **Wednesday, August, 19, 2026 at 11.30 a.m. (IST), through VC,** for the purpose of considering, and if thought fit, approving, the Scheme.

4. As directed by the Hon'ble Tribunal, the quorum for the meeting of the equity shareholders of the Company shall be as per Section 103 of the Act read with the Articles of Association of the Company, i, present in person / through authorized representative through video conference. In case there is no quorum at the designated time of the meeting, then the meeting shall be adjourned by half an hour, and thereafter, the persons present and voting shall be deemed to constitute the quorum.

5. The Notice is being sent to / published / displayed for all the Equity Shareholders, whose names appear in the register of members/ as on **July 14, 2026.** The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., **July 14, 2026.** In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.

6. The meeting shall be held via VC platform. The link for joining the Meeting will be shared separately. In the light of the meeting being held through VC/ OAVM, the option to appoint Proxy is done away with.

7. The meeting room shall be opened 5 minutes before the scheduled time to ensure the conduct of the meeting smoothly.

8. For any technical assistance before or during the meeting please contact:
   Name: Ms. Pooja Mitra Gaikwad
   Phone: 91+ 9769837436

9. The voting on the resolution shall be conducted during the meeting through show of hands or poll, as may be directed by the Chairperson.

10. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the equity shareholders of the Company, present and voting, agree to the Scheme of Arrangement.

11. Where a body corporate authorises any person to act as its representative at the meeting, a certified true copy of the resolution of the Board of Directors or other governing body authorising such person to act as its representative at the meeting, by a Director, Manager, Company Secretary or other Authorised Officer of such body corporate shall be lodged with the Company at its registered office, or can be emailed to the Company at pooja.gaikwad@automotiveml.com before the time for holding the meeting.

12. Notice along with all the documents referred to in the accompanying explanatory statement, shall also be available for inspection through electronic mode, basis the request sent on pooja.gaikwad@automotiveml.com and are also available on the website of the Company at *www.automotiveml.com]*.

13. The results will be displayed at: (i) the registered office of the Company and (ii) website of the Company at ***www.automotiveml.com***, within 1 (One) working days from the date of meeting.