

**NOTICE TO UNSECURED CREDITORS**

NOTICE IS HEREBY GIVEN THAT MEETING OF UNSECURED CREDITORS OF THE IAI INDUSTRIES LIMITED WILL BE HELD THROUGH REMOTE E-VOTING, VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS (“VC/OAVM”) AS PER THE FOLLOWING SCHEDULE: -

Day	Thursday
Date	December 11, 2025
Time	1:15 P.M. (IST)
Venue	Meeting will be held through remote e-voting, video conferencing or other audio visual means (“VC/OAVM”) mode at Company Premises situated at R&D Centre, Plot No. 8/8A, Sector 20B, Faridabad-121001.

REMOTE E-VOTING PERIOD:

Start Date and Time	Monday, December 08, 2025 at 9:00 a.m. (IST)
End Date and Time	Wednesday, December 10, 2025 at 5:00 p.m. (IST)

THE MEETING WILL TRANSACT THE FOLLOWING BUSINESS:**SPECIAL BUSINESS:****ITEM NO. 1:****APPROVAL OF THE SCHEME OF AMALGAMATION OF IAI INDUSTRIES LIMITED (“TRANSFEROR COMPANY 1”) AND IMPERIAL MARTOR ENGINE TUBES PRIVATE LIMITED (“TRANSFEROR COMPANY 2”) WITH IMPERIAL AUTO INDUSTRIES LIMITED (“TRANSFeree COMPANY”)**

The Chairman informed the Unsecured Creditors that considering the focused growth and operational efficiencies it has been proposed to amalgamate IAI Industries Limited (“Transferor Company 1”) and Imperial Martor Engine Tubes Private Limited (“Transferor Company 2”) with Imperial Auto Industries Limited (“Transferee Company”) under the fast-track merger under section 233 of the Companies Act 2013. Further he explained the Unsecured Creditors that the proposed Scheme of Amalgamation is expected to yield benefits, which inter alia include the following:

1. **Creation of synergies:** The merger would provide synergistic linkages besides economies in costs and other benefits resulting from the economies of scale, by combining the businesses and operations of the Transferor Companies and the Transferee Company and thus contribute to the profitability of the Transferee Company by rationalization of management and administrative structure.

2. **Streamlining the structure:** Simplification of group structure by eliminating companies having similar objectives and similar businesses.
3. **Consolidation of business resources:** The merger would lead to greater and efficient use of infrastructure facilities and optimum utilisation of the financial resources, managerial, technical and marketing expertise of the Transferor Companies and the Transferee Company.
4. **Reduction in costs:** Cost savings are expected to flow from more focused operational efforts, rationalization, usage of common resource pools like human resource, administration, finance, accounting, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses.
5. **Value maximization:** Would result in maximizing overall shareholder value and will improve the financial position of the Transferee Company. It will also result in greater efficiency in cash management of the Transferee Company and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to maximize shareholder value.
6. **Improved organizational capabilities and leadership:** arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.

The Chairman informed the Unsecured Creditors that, in accordance with the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Company had provided its Unsecured Creditors with the facility to cast their votes on the proposed Scheme of Amalgamation through remote e-voting from Monday, December 08, 2025 (9:00 A.M.) to Wednesday, December 10, 2025 (5:00 P.M.) for a period of three (3) days and also to participate and vote at the meeting of Unsecured Creditors held through remote e-voting, Video Conferencing/Other Audio-Visual Means ("VC/OAVM") on Thursday, December 11, 2025 at 1:15 P.M.

The Chairman further informed that Mr. Vikas Gera, Practicing Company Secretary, having Membership No: F5248 and COP: 4500 was appointed as Scrutinizer to scrutinize the remote e-voting and voting at the VC/OAVM meeting in a fair and transparent manner.

The Scrutinizer submitted his report after counting the votes cast through remote e-voting and during the VC/OAVM meeting, confirming that the resolution set out in the Notice of the Meeting had been duly passed by the requisite majority of Unsecured Creditors representing Nine-Tenth in value of the Unsecured Creditors as prescribed under Section 233(1)(d) of the Companies Act, 2013 and in compliance with para 16 of the Scheme of Amalgamation amongst IAI Industries Limited ("Transferor Company 1") and Imperial Martor Engine Tubes Private Limited ("Transferor Company 2") with Imperial Auto Industries Limited ("Transferee Company").

After considering the result provided by the Scrutinizer, it was:

“RESOLVED THAT the Scheme of Amalgamation pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rules 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other applicable provisions for the time being in force and pursuant to para 16 of the Scheme, entered into amongst IAI Industries Limited having CIN: U74899DL1995PLC069837 being Transferor Company 1 and Imperial Martor Engine Tubes Private Limited having CIN: U29299DL2008PTC453099 being Transferor Company 2 with Imperial Auto Industries Limited having CIN: U74899DL1975PLC007737 being Transferee Company, be and is hereby considered to be approved by the Unsecured Creditors.

RESOLVED FURTHER THAT a Certified true copy of this resolution be submitted to the Regional Director, Northern Region, Registrar of Companies, NCT of Delhi & Haryana, the Official Liquidator(s), New Delhi or any other department or office/authorities as may be necessary in this regard.”

Place: Faridabad
Date: 17.10.2025

By Order of the Board of Directors
For IAI Industries Limited

Sd/-
Vikram Mehra
Company Secretary
(ACS: 12336)

Registered Office Address:
202, Kushal Bazar, 32-33, Nehru Place,
New Delhi-110019
CIN: U74899DL1995PLC069837
E-mail: csimperial@impauto.com

NOTES:

1. The Meeting of the Unsecured Creditors of the Company is being conducted through remote e-voting, Video Conference (“**VC**”) or by way of Other Audio Visual Means (“**OAVM**”) facility to transact the business set out in the Notice convening this Meeting, which does not require physical presence of the Unsecured Creditors at a common venue.
2. The statement pursuant to Sections 233 and other applicable provisions of the Companies Act, 2013 (“**Act**”) and Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, in respect of the business set out in the Notice of the Meeting is annexed hereto. The Meeting will be conducted in compliance with the applicable provisions of the Companies Act, 2013, SS-2 and other applicable laws.
3. Since this Meeting is being held through VC/ OAVM, physical attendance of Unsecured Creditors has been dispensed with. Accordingly, the facility for appointment of proxies by the Unsecured Creditors will not be available for the Meeting and hence the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
4. The Unsecured Creditors attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum.
5. The Unsecured Creditors can join the Meeting through VC/OAVM 15 (fifteen) minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The Notice convening the Meeting is being published by Company through advertisement in the ‘**Business Standard**’ in the English language, having nation-wide circulation and in the ‘**Business Standard**’, Delhi edition in the Hindi language having circulation in the State of Delhi, indicating the day, date and time of the Meeting.
7. The Notice of the Meeting and the accompanying documents are being sent to all the Unsecured Creditors whose names appear in the records of the Company as on the cut-off date i.e. September 30, 2025 through electronic mail to those Unsecured Creditors whose email addresses are registered with the Company and by registered post or speed post, or courier to the Unsecured Creditors whose email addresses are not registered with the Company.
8. The Unsecured Creditors may note that the aforesaid documents are also available on the website of the Company at <https://imperialauto.in/and> can be accessed on the website of National Securities Depository Limited ('NSDL') e-voting agency, : <https://evoting.nsd1.com/public/Downloads.aspx>, being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting.

If so desired, Unsecured Creditors may obtain a physical copy of the Notice and the accompanying documents free of charge, between 11:00 a.m. to 1:00 p.m. on any day (except Saturday, Sunday and public holidays) up to the date of the Meeting from the Registered Office of the Company. A written request in this regard, along with your details may be addressed to the Company Secretary at vikram@impauto.com.

9. Bodies Corporate are permitted to appoint authorized representative(s), in pursuance of Section 113 of the Act to attend the Meeting through VC / OAVM and cast their votes by electronic means. The voting by the said authorized representative(s) is permitted, provided that the authorization, duly signed, is e-mailed to the Scrutinizer at gera.consultant@gmail.com with a copy marked to vikram@impauto.com and evoting@nsdl.com not later than 48 (forty eight) hours before the scheduled time of the commencement of the Meeting.
10. Mr. Vikas Gera, proprietor of M/s. Vikas Gera and Associates, Practicing Company Secretary, having membership no. F-5248 and Certificate of Practice No. 4500, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the Unsecured Creditors meeting.
11. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the Meeting or to any other person so authorized by him (in writing), who shall counter sign the same. The result of e-voting will be declared within 48 hours from the date of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company, <https://imperialauto.in/> and can be accessed on the website of National Securities Depository Limited ('NSDL') e-voting agency, : <https://evoting.nsdl.com/public/Downloads.aspx>. The result will also be displayed at the registered and corporate office of the Company.
12. Documents for inspection as referred to in the Notice will be available electronically for inspection (without any fee) by the Unsecured Creditors from the date of circulation of this Notice up to the date of Meeting. Unsecured Creditors seeking to inspect such documents can access the same at the website of the Company at <https://imperialauto.in/>.
13. Unsecured Creditors are requested to carefully read all the Notes set out herein and in particular, instructions for joining the Meeting and manner of casting vote through electronic means.

Remote E-voting; Meeting through VC/OAVM; E-voting at the Meeting

14. The facility of attending Meeting through VC/OAVM is being provided by National Securities Depository Limited ('NSDL'). The facility of casting votes by a Unsecured Creditor using electronic means, i.e. (i) remote e-voting and (ii) e-voting at the Meeting, (hereinafter referred to as “e-voting”) is also being provided by NSDL. The procedure for attending the Meeting through VC / OAVM and for e-voting is given in the Notes below.

15. The voting rights of the Unsecured Creditors shall be in proportion to their outstanding amount in the Company as on cut-off date i.e. September 30, 2025.
16. The remote e-voting period will commence at 9:00 a.m. (IST) on Monday, December 08, 2025 and end at 5:00 p.m. (IST) on Wednesday, December 10, 2025. The remote e-voting module shall be disabled after 5:00 p.m. (IST) on Wednesday, December 11, 2025. During the remote e-voting period, Unsecured Creditors of the Company as on the Cut-off date may cast their vote electronically.
17. Unsecured Creditors attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote at the Meeting. The Unsecured Creditors who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
18. Only those Unsecured Creditors, who are present in the Meeting through VC/OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available at the Meeting.
19. If any votes are cast by the Unsecured Creditors through the e-voting available at the Meeting and if the same Unsecured Creditors have not participated in the Meeting through VC / OAVM, then the votes cast by such Unsecured Creditors shall be considered invalid as the facility of e-voting at the Meeting is available only to the Unsecured Creditors attending the Meeting.
20. Once the vote on a resolution is cast by the Unsecured Creditor, the Unsecured Creditor shall not be allowed to change it subsequently.
21. Bodies Corporate / Institutions (i.e. other than individuals, HUF, NRI etc.) are requested to send a certified true copy of the Board Resolution / Power of Attorney / Authority letter, etc. (PDF/ JPG Format) to Scrutinizer at gera.consultant@gmail.com with a copy marked to vikram@impauto.com and evoting@nsdl.com and also send a physical copy of the Board Resolution / Power of Attorney / Authority Letter, etc. at the Registered Office of the Company, addressed to the Company Secretary, R&D Centre, Plot No. 8/8A, Sector 20B, Faridabad-121001 at least 48 (Forty Eight) hours before the time of holding the meeting.
22. Unsecured Creditors who would like to express their views or ask questions during the Meeting may register themselves as speaker on or before 5:00 p.m. IST on Wednesday, December 10, 2025 by visiting the URL <https://www.evoting.nsdl.com/> and clicking on the tab 'Speaker Registration' or by sending their request, mentioning their name, demat account number / folio number, email id and mobile number to NSDL at evoting@nsdl.com and to the Company at vikram@impauto.com. The Unsecured Creditors who do not wish to speak during the Meeting but have queries may send their queries on or before 5:00 p.m. IST on Wednesday, December 10, 2025, mentioning their name, PAN, email id and mobile number to NSDL at evoting@nsdl.com and to the Company at vikram@impauto.com. These queries will be addressed by the Company suitably.

23. Those Unsecured Creditors who have registered themselves as speaker will only be allowed to express their views / ask questions during the Meeting.

Place: Faridabad
Date: 17.10.2025

By Order of the Board of Directors
For IAI Industries Limited

Sd/-
Vikram Mehra
Company Secretary
(ACS: 12336)

Registered Office Address:
202, Kushal Bazar, 32-33, Nehru Place,
New Delhi-110019
CIN: U74899DL1995PLC069837
E-mail: csimperial@impauto.com

INSTRUCTIONS FOR REMOTE E-VOTING, E-VOTING AT THE MEETING AND JOINING THE MEETING ARE AS FOLLOWS:

The e-voting procedure followed will be as under:-

1. National Securities Depository Limited will create a User ID and Password and will send it to all the eligible Unsecured Creditors by email address available with the company.
2. The remote e-voting will be opened on Monday, December 08, 2025 at 09:00 A.M.
3. Remote E-voting will be closed on Wednesday, December 10, 2025 at 05:00 P.M. on the 3rd day which will be a day prior to the Meeting of Unsecured Creditors and remote e-voting shall not be allowed beyond the said date and time.
4. Unsecured Creditors will follow the following steps for e-voting as suggested by National Securities Depository Limited.
 - i) The Unsecured Creditors should log-in to the e-voting website at <https://www.evoting.nsdl.com>
 - ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member/ Creditor section'.
 - iii) Click on Login button at Shareholder/ Member/ Creditor tab. The system will prompt you enter your user id and password. Insert the User-id and the password provided by NSDL in the E-mail. Insert the verification code and agree to all terms and conditions. The system will prompt for resetting of the Password (one time) to a Password of your own choice (your new password must contain (minimum one Capital, one Special character & one numeric) minimum of 8 digits). After you change the Password, and re-login using the new Password the default page of NSDL E-Voting will be displayed. (Alternatively, OTP based option can be opted if mobile number and/or email id of Unsecured Creditors are provided by company.)
 - iv) After successful login, at the home page of E-voting you will be able to see EVEN (E Voting Event Number).
 - v) Select "EVEN" to cast the vote.
 - vi) Now you are ready for e-Voting as the Voting page opens.
 - vii) Cast your vote by selecting appropriate options for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - viii) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - ix) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
 - x) In case you have any query or issues regarding e-voting, write an email to Company at csimperial@impauto.com / vikram@impauto.com and to e-voting team at evoting@nsdl.com or call at toll free number 022 - 4886 7000.

It is the responsibility of the Unsecured Creditor to ensure security of his/her User ID and password. The Unsecured Creditor should cast his/her vote on his/her own and not share his/her credentials with others.

A. Voting at Meeting

- i. The Unsecured Creditors who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- ii. Unsecured Creditors who have voted through remote e-voting will still be eligible to attend the Meeting.
- iii. Unsecured Creditors attending the Meeting shall be counted for the purpose reckoning the quorum.
- iv. Voting at Meeting will be available at the end of the Meeting and shall be kept open for 15 minutes.
- v. Unsecured Creditors viewing the Meeting, shall click on the 'e-voting' sign placed on the left-hand bottom corner of the video screen. Unsecured Creditors will be required to use the credentials, to login on the e-meeting webpage, and click on the 'Thumbs-up' icon against the unit to vote.

B. Instructions for Unsecured creditors for attending the Meeting

- i. Unsecured Creditors will be able to attend the Meeting through VC/OAVM or view the live webcast of Meeting provided by NSDL at <https://www.evoting.nsdl.com/> by using their remote e-voting login credentials and by clicking on the tab "video conference". The link for Meeting will be available in creditor's login, where the EVENT and the name of the Company can be selected.
- ii. Unsecured Creditors are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for seamless experience.
- iii. Further, Unsecured creditors registered as speakers will be required to allow camera during Meeting and hence are requested to use internet with a good speed to avoid any disturbance during the meeting.
- iv. Unsecured Creditors may join the meeting using head phones for better sound clarity.
- v. While all efforts would be made to make the meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- vi. Only those Unsecured Creditors who have registered themselves as a speaker will be allowed to express their views or ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Meeting.
- vii. A video guide assisting the Unsecured Creditors attending Meeting either as a speaker or participant is available for quick reference at URL <https://www.evoting.nsdl.com/> under the "How It Works" tab placed on top of the page.
- viii. Unsecured Creditors who need technical assistance before or during the Meeting can contact NSDL at evoting@nsdl.com or call at toll free number 022 - 4886 7000.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 AND 233 READ WITH OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (the "ACT") AND RULE 25 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016.

1. The meetings of the Unsecured Creditors of **IAI Industries Limited**, ("Transferor Company") are being convened and will be held, for the purpose of considering and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation of IAI Industries Limited having CIN: U74899DL1995PLC069837 being ("Transferor Company" 1) and Imperial Martor Engine Tubes Private Limited having CIN:U29299DL2008PTC453099 being ("Transferor Company" 2) with Imperial Auto Industries Limited having CIN: U74899DL1975PLC007737 being ("Transferee Company") and their respective shareholders and creditors (hereinafter referred to as the "Scheme of Amalgamation") under sections 233 and other applicable provisions of the Companies Act, 2013 (the 'Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2. A copy of the Scheme setting out in detail the terms and conditions of the arrangement, which has been unanimously approved by the Board of Directors on October 17, 2025 and by the Audit Committee of the Transferee Company on October 17, 2025.
3. The Transferor Companies and Transferee company propose through this scheme to amalgamate the Transferor Companies into and with the Transferee Company which would result in order to diversify the nature of business the Transferee Company as a single entity, which will provide several benefits including streamlined group structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs, it is intended that the Transferor Companies be amalgamated with Transferee Company and to reduce of overheads and administrative expenses in view of the above the board of directors of the company recommend the adoption of the said resolution as unanimous resolution as it is the best interest of members/ creditors.

Place: Faridabad
Date: 17.10.2025

By Order of the Board of Directors
For IAI Industries Limited

Sd/-
Vikram Mehra
Company Secretary
(ACS: 12336)

Registered Office Address:
202, Kushal Bazar, 32-33, Nehru Place,
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