



**Mailing Address :**

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**NOTICE TO MEMBERS**

Notice is hereby given that the 01<sup>st</sup> Extra-Ordinary General Meeting of the Members of Imperial Auto Industries Limited for the financial year 2025-26 will be held through **video conferencing / other audio-visual means ("VC/OAVM") and in person** as per following schedule:

Day	Tuesday
Date	December 23, 2025
Time	3:30 P.M. (IST)
Venue	R&D Centre, Plot No. 8/8A, Sector 20B, Faridabad-121001, Haryana.

The meeting will transact the following businesses:

**SPECIAL BUSINESS:**

**ITEM NO. 1:**

**APPROVAL OF 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").**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), (collectively, the "Companies Act"), Section 2(1B) read with any other applicable provisions of the Income Tax Act, 1961 (as amended) ("IT Act") and the relevant provisions of Clause No. 20 of the Memorandum and Articles of association of the Company and other applicable laws, rules, and subject to



requisite approval of the creditors (Secured and Unsecured) of the Company, as may be applicable, either by way of a resolution passed in duly convened meeting(s) or through necessary, consents, observations, no-objections, permissions and approvals of the statutory or regulatory or appropriate authorities and subject to the sanction of the Hon'ble Regional Director, Northern Region, New Delhi ("RD"), Official Liquidator before whom the application would be filed, and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, observations, no-objections, permissions and sanctions which may be agreed to by the Company, the consent of the members of the Company (the "Shareholders") be and is hereby accorded to 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") their respective shareholders and creditors (hereinafter referred to as the "Scheme of Amalgamation"), as approved and recommended by the Audit Committee and approved by the Board of Directors and a draft of which is placed before this meeting, as per the terms and conditions mentioned in the Scheme.

**RESOLVED FURTHER THAT** the terms and conditions of the amalgamation as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

- a. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies, will be transferred to and vest in the Transferee Company.
- b. amalgamation of the Transferor Company into and with the Transferee Company in accordance with sections 233 of the Companies Act and other applicable laws with Section 2(1B) and other provisions of the IT Act.
- c. the entire Undertaking of the Transferor Company shall stand transferred to and vested in and/or deemed to have been and stand transferred to and vested in the Company to become undertaking of Transferee Company in accordance with Sections 233 of the Companies Act, the IT Act and other applicable laws.
- d. All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the Transferor Companies on the said date.
- e. transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequent increase in the authorized share capital of the Transferee Company.
- f. Appointed Date for amalgamation will be April 01, 2025 or such other date, as the Regional Director, Northern Region may approve.



- g. The Transferor Companies are wholly owned subsidiary Companies of Transferee Company hence; in consideration the transferee company will not issue any shares under the scheme of amalgamation. The existing shareholding of Transferee Company in the Transferor Companies (held directly or through nominee) will get cancelled pursuant to the Scheme of Amalgamation.
- h. Effective Date shall be the date on which the certified copies of the order of the Regional Director, Northern Region sanction Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies, NCT of Delhi and Haryana.
- i. On the Scheme becoming effective, the Transferor Companies shall stand dissolved, without being wound-up by the order of the Appropriate Authority, pursuant to the provisions of Section 233 of the Act
- j. If the Scheme is not approved by the Regional Director and does not come into effect, the Scheme shall become null and void.

**RESOLVED FURTHER THAT** the draft Scheme of Amalgamation (hereinafter referred to as the "Scheme of Amalgamation") proposing the 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", a copy of which has been placed before the Members and initialed by the Chairman for the purpose of identification, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provision of Section 233 of the Companies Act, 2013, the draft auditors' certificate(s) to be issued by the statutory auditors of the Company, viz., M/s. Walker Chandiook & Co LLP, Chartered Accountants ('Auditor's Certificate'), certifying that the accounting treatment mentioned in the draft Scheme is in compliance with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as placed before the Members be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** Mr. Jagjit Singh (DIN:00109439), Whole Time Director, Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director, Mr. Vikram Arvind Wagh (DIN:00010979), Managing Director & CEO, Mr. Dilip Tuli, Chief Financial Officer, and/or Mr. Vikram Mehra, Company Secretary of the Company be and is/are hereby severally authorized to sign/ digitally sign, submit the Scheme of Amalgamation to the Register of Companies, NCT of Delhi & Haryana / Regional Director, Northern Region, / Official liquidator, New Delhi/ Income Tax Office/ Goods and Service Tax office/ Customs Office, and to make such alterations and changes in the scheme as may be expedient or necessary for satisfying any requirement(s) or condition(s) imposed by the Regional Director, Northern Region or as may be stipulated by other regulatory authorities or as may otherwise be considered necessary or desirable



for setting any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme.

**RESOLVED FURTHER THAT** an application be made to the Regional Director, Northern Region, New Delhi ("RD") under the provisions of Section 233 and other applicable provisions of the Act and holding the meetings of the shareholders and the creditors (Secured and Unsecured) of the Company and for the purpose of considering and approving the draft Scheme, Mr. Jagjit Singh (DIN:00109439), Whole Time Director, Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director, Mr. Vikram Arvind Wagh (DIN:00010979), Managing Director & CEO, Mr. Dilip Tuli, Chief Financial Officer (PAN:ADIPT4267D) and/or Mr. Vikram Mehra, Company Secretary of the Company be and are hereby severally authorized to take all such necessary action and steps, in all matters relating to the Scheme and in implementation and with respect to all or any of the matters connected thereto with the Scheme and in particularly for:

- a. Filing necessary applications in the prescribed Form with the Regional Director, Northern Region seeking directions for obtaining the approval of the shareholders of the Company and/or for seeking dispensation from convening the said meetings and for approval of the creditors or dispensation of such approval.
- b. Filing necessary petitions seeking sanction for proposed scheme before the Regional Director, Northern Region in accordance with provisions of Section 233 of Companies Act, 2013.
- c. For the above purpose, finalise, sign and file on behalf of the Company and execute applications, petitions, scheme, affidavits, Memorandum of Appearance, confirmations, statements, reports, letters, forms, powers of attorney, pleadings, representations, public advertisements, notices, authority letters, deeds, documents and such other letters and papers in connection with the Scheme.
- d. file the Scheme and / or any other document/information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;
- e. finalise and settle the Scheme, draft of the notices for convening the shareholders' and / or creditors meetings and the draft of the explanatory statement with any modifications as they may deem fit;
- f. convene and conduct the meetings of the shareholders and / or the creditors, as the case may be;
- g. Obtaining requisite approvals from such regulatory authorities including creditors, if any, as may be considered necessary,



- h. To liaise and co-ordinate with all authorities to obtain the necessary sanction for the Scheme;
- i. To make all necessary filing in relation to the Company including the order passed by the Regional Director, Northern Region sanctioning the scheme of Amalgamation;
- j. To do all such acts; deeds and things as may be considered necessary and expedient in relation thereto including appointment of stamp duty consultant(s), e-voting agency, lawyers/Advocate, Practicing Company Secretary, valuer /chartered accountant for certification, auditor for certification, scrutinizer, advertisement agency or any other professionals as may be required in connection with the transaction set out in the Scheme and to pay duties, charges, fees and such other taxes as may be necessary.
- k. approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Regional Director or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Directors. Official Liquidator. Income Tax authorities and other authorities as may be required and to approve all other actions required for full and effective implementation of the proposed Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto.
- l. finalise and bring into effect the Scheme and make and give effect to any modifications, changes variations, alterations or revision in the Scheme from time to time or to suspend, withdraw, transfer revive the Scheme from time to time as may be specified by any statutory authority or as may suo-moto be decided by the Board in its absolute discretion;
- m. delegate powers to the executive(s) of the Company and/or such other representative(s), to sign/execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings and papers, as may be required, for any of the purpose related to the proposed Scheme and to revoke/ modify all or any of the aforesaid powers so delegated to the executive(s) of the Company and / or representative(s), from time to time, as deem fit and proper in the best interest of the Company;
- n. make such alterations or modifications or amendments to the Scheme as may be expedient or necessary particularly to comply with any requirements, conditions or limitations, the Regional Director or any other statutory authority(ies) may deem fit to direct or impose or for any other reason;
- o. obtain approval from and/or represent before the Registrar of Companies. Regional Director, Ministry of Corporate Affairs, Income Tax authorities and such other statutory and other governmental body(ies) including the shareholders and / or creditors as may be considered necessary;



**RESOLVED FURTHER THAT** 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 having office situated at 417, 4<sup>th</sup> Floor, Suneja Tower I, District Centre, New Delhi-110058, be and is hereby appointed as legal counsel and advisors of the Company to advise and implement the proposed 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"); to prepare and finalize necessary applications, petitions, and other related documents to be filed in the Regional Director, Northern Region and other competent authorities, if any, to appear and plead in the Regional Director, Northern Region and to take all such steps that may be required to give effect to the aforesaid amalgamation at a remuneration to be mutually decided.

**RESOLVED FURTHER THAT** Mr. Vikas Gera, proprietor of M/s. Vikas Gera and Associates, Practicing Company Secretary, be and is hereby authorized, to represent the Company before Regional Director, Northern Region, or at the offices of the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs at New Delhi and the Official Liquidator(s), Ministry of Corporate Affairs or any other authority or person in connection with the aforesaid amalgamation, to sign and submit necessary application, documents, papers, replies, etc., with the aforesaid authorities, to make any correction, changes or modification in any documents already submitted or to be submitted, to collect any letter, report or other documents for resubmission of the same or otherwise and to do all such act, deed, matters, things as may be necessary, desirable, or expedient for purpose of connected with the proceedings of the said amalgamation and to take such other steps as may be required by the concerned authorities or otherwise become necessary or desirable in this regard.

**RESOLVED FURTHER THAT** Mr. Jagjit Singh (DIN:00109439), Whole Time Director, Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director, Mr. Vikram Arvind Wagh (DIN:00010979), Managing Director & CEO, Mr. Dilip Tuli, Chief Financial Officer, and/or Mr. Vikram Mehra, Company Secretary of the Company be and is/are hereby severally authorised to do all such acts, deeds, matters and things including engaging Mr. Vikas Gera, Proprietor of M/s Vikas Gera and Associates, Company Secretary in practice, and / or any other professional for certification of necessary forms, filing necessary forms, statements, intimations, letters and such other papers and for the purpose to sign and execute forms, declarations, returns, letters and such other papers as may be necessary, desirable and expedient.

**RESOLVED FURTHER THAT** Mr. Tarun Lamba (DIN: 01895353), Executive Vice-Chairman and Whole-time Director, Mr. Jagjit Singh (DIN:00109439), Whole Time Director, Mr. Vikram Arvind Wagh (DIN:00010979), Managing Director & CEO, Mr. Dilip Tuli, Chief Financial Officer and/or Mr. Vikram Mehra, Company Secretary of the Company be and are/is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to sign the certified true copy of this resolution for all purposes and be submitted to the Regional Director, Northern Region, Registrar of Companies, NCT of Delhi & Haryana, the Official Liquidator(s), New Delhi or any other





**ITEM NO. 3:**

**REGULARISATION OF MR. VIPIN SONDHI (DIN: 00327400) FROM ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY WHO HOLDS THE POSITION OF INDEPENDENT DIRECTOR AND NON-EXECUTIVE CHAIRMAN**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any statutory modification(s) or re-enactment thereof for the time being in force, and in accordance with the relevant provisions of the Articles of Association of the Company, **Mr. Vipin Sondhi (DIN: 00327400)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from **October 17, 2025**, in terms of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the said Act proposing his candidature for the office of Director, be and is hereby appointed as a **Director of the Company** designated as **Independent Director and Non-Executive Chairman**, for a term upto five consecutive years **effective from 17.10.2025 to 15.10.2030**, not liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director, Mr. Jagjit Singh (DIN:00109439), Whole-Time Director, Mr. Vikram Arvind Wagh (DIN:00010979) Managing Director & CEO and/or Mr. Vikram Mehra, Company Secretary of the Company be and is/are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, to provide a copy of the updated register of directors and to sign the certified true copy of the resolution to be given as and when required and to file the necessary e-form with the concerned Registrar of Companies.”

**ITEM NO. 4:**

**APPOINTMENT OF MR. VIPIN SONDHI (DIN: 00327400), ADDITIONAL DIRECTOR AS AN INDEPENDENT DIRECTOR AND NON-EXECUTIVE CHAIRMAN OF THE COMPANY FOR THE PERIOD EFFECTIVE FROM 17.10.2025 TO 15.10.2030 AND FIX HIS FIXED COMPENSATION (REMUNERATION)**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 197 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the



Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, as per the relevant provisions of the Articles of Association of the Company, based on the recommendations of the Nomination and Remuneration Committee, Audit Committee and Board of Directors in their meeting held on October 17, 2025, Mr. Vipin Sondhi (DIN: 00327400), Additional Director and now regularised as Director of the company and who has submitted the declaration that he meets the criteria of independence as prescribed under section 149(6) of companies act, 2013 be and is hereby appointed as **Independent Director and Non-Executive Chairman** of the Company to hold office for a term upto five consecutive years **effective from 17.10.2025 to 15.10.2030** not liable to retire by rotation, on the terms and conditions including terms of remuneration as set out in the statement annexed to the notice convening this meeting.

**RESOLVED FURTHER THAT** Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director, Mr. Jagjit Singh (DIN:00109439), Whole-Time Director, Mr. Vikram Arvind Wagh (DIN:00010979) Managing Director & CEO and/or Mr. Vikram Mehra, Company Secretary of the Company be and is/are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, to provide a copy of the updated register of directors and to sign the certified true copy of the resolution to be given as and when required and to file the necessary e-form with the concerned Registrar of Companies.”

**ITEM NO. 5:**

**INCREASE IN FIXED COMPENSATION PAYABLE TO MR. PARTHASARATHY VANKIPURAM SRINIVASA (DIN: 00125299) (NON-EXECUTIVE INDEPENDENT DIRECTOR) OF THE COMPANY W.E.F. 17.10.2025**

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in partial modification of the earlier resolution passed by the Board of Directors in their meeting held on 11.07.2022 & approved by the Shareholders in their meetings held 29.09.2022, pursuant to the applicable provisions of Section 149 and proviso to section 149(9), 197, 198 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board Meeting in their meeting held on October 17, 2025, consent of the shareholders of the Company be and is hereby accorded for increase in fixed compensation payable to Mr. Parthasarathy Vankipuram Srinivasa (DIN:00125299) (Non-Executive Independent Director) from Rs.10,00,000/- (Rupees Ten Lacs only) per annum to Rs. 22,00,000/- (Rupees Twenty- Two Lacs only) per annum (**payable quarterly**) over and above the sitting fees (Attendance Fees), in line with the remuneration policy of Independent

Directors of the company, with effect from 17.10.2025 till he holds his office i.e. 13.03.2027.

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Schedule V and Section 197 and other applicable provisions of the Act.

**RESOLVED FURTHER THAT** upon the above approval, the Supplemental Agreement shall be executed **to substitute** the clause 10.3 of the Letter of Appointment dated April 12, 2022, as below, and all other terms and conditions of the original letter of appointment shall remain unchanged.

**Clause 10.3:**

*Subject to the provisions of Companies Act 2013, and the approval of the Shareholders, the additional fixed compensation (over and above the sitting fees) payable to you will be Rs. 22,00,000/- (Rupees Twenty- Two Lacs only) per annum (payable quarterly) or as per the remuneration policy for Independent Directors of the company.*

**RESOLVED FURTHER THAT** Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director and Mr. Jagjit Singh (DIN:00109439), Whole-Time Director and Mr. Vikram Arvind Wagh (DIN:00010979) Managing Director & CEO and/or Mr. Vikram Mehra, Company Secretary of the Company be and is/are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, to sign the certified true copy of the resolution to be given as and when required and to file the necessary e-form with the concerned Registrar of Companies.”

**ITEM NO.6:**

**INCREASE IN FIXED COMPENSATION PAYABLE TO MS. SMITA PIYUSH MANKAD (DIN:02009838) (NON-EXECUTIVE INDEPENDENT DIRECTOR) OF THE COMPANY W.E.F. 17.10.2025**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution:**

**“RESOLVED THAT** in partial modification of the earlier resolution passed by the Board of Directors in their meeting held on 11.07.2022 & approved by the Shareholders in their meetings held 29.09.2022, pursuant to the applicable provisions of Section 149 and proviso to section 149(9), 197, 198 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors in their meeting held on October 17, 2025, consent of the Shareholders of the Company be and is hereby accorded for increase in fixed



compensation payable to Ms. Smita Piyush Mankad (DIN:02009838) (Non-Executive Independent Director) from Rs.10,00,000/- (Rupees Ten Lacs only) per annum to Rs. 22,00,000/- (Rupees Twenty- Two Lacs only) per annum **(payable quarterly)** over and above the sitting fees (Attendance Fees), in line with the remuneration policy of Independent Directors of the company, with effect from 17.10.2025 till she holds her office i.e. 13.03.2027.

**RESOLVED FURTHER THAT** the total overall managerial remuneration payable to all the directors of the Company in any financial year shall not exceed the limits prescribed under Schedule V and Section 197 and other applicable provisions of the Act.

**RESOLVED FURTHER THAT** upon the above approval, the Supplemental Agreement shall be executed **to substitute** clause 10.3 of the Letter of Appointment dated May 03, 2022, as below, and all other terms and conditions of the original letter of appointment shall remain unchanged.

**Clause 10.3:**

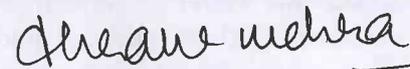
*Subject to the provisions of Companies Act 2013, and the approval of the Shareholders, the additional fixed compensation (over and above the sitting fees) payable to you will be Rs. 22,00,000/- (Rupees Twenty- Two Lacs only) per annum **(payable quarterly)** or as per the remuneration policy for Independent Directors of the company.*

**RESOLVED FURTHER THAT** Mr. Tarun Lamba (DIN:01895353), Executive Vice-Chairman and Whole-time Director and Mr. Jagjit Singh (DIN:00109439), Whole-Time Director and Mr. Vikram Arvind Wagh (DIN:00010979) Managing Director & CEO and/or Mr. Vikram Mehra, Company Secretary of the Company be and is/are hereby severally authorized to do all acts, deeds, matters and things and execute all documents and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions, to sign the certified true copy of the resolution to be given as and when required and to file the necessary e-form with the concerned Registrar of Companies.”

**Place: Faridabad**

**Date: October 17, 2025**

**By Order of the Board of Directors  
For Imperial Auto Industries Limited**



**Vikram Mehra  
Company Secretary  
(ACS: 12336)**



**Registered Office Address:**

202, Kusal Bazar, 32-33, Nehru Place,  
New Delhi-110019

**CIN: U74899DL1975PLC007737**

**E-mail: [csimperial@impauto.com](mailto:csimperial@impauto.com)**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out material facts and reasons for the special business, is appended hereto.
2. 1<sup>st</sup> Extra-ordinary General Meeting ("EGM") of the Members of Imperial Auto Industries Limited is called in compliance of the provisions of the Companies Act, 2013.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a Proxy to attend and to vote (only in case of poll and not by show of hands) on his/her behalf and the Proxy need not be a Member of the Company. Proxy shall not have the right to speak at such meeting.  
Since this EGM is being held through VC/OAVM, physical attendance of members has not been dispensed with, accordingly, the facility for appointment of proxies by the members will be available for the EGM and hence the Proxy Form, Attendance Slip and Route Map are annexed to this Notice.  
Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight (48) hours before the time fixed for the Meeting. The members would be entitled to inspect the proxies lodged with the Company to follow Section 105(8) of the Companies Act, 2013.
4. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. A member attending the EGM through video conferencing/other audio-visual means (OAVM) and in person, shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The additional relevant details as per Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and the Directors have also furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.
7. Members/proxies in person are requested to bring the attendance slips/sheet duly filled in for attending the Meeting and requested to write their DP and Client ID in the attendance slip for attending the Meeting, no such requirement in video conferencing/other audio-visual means (OAVM).
8. Shareholders seeking any information on above resolutions are requested to write to the Company at least 7 days before the date of the meeting so as to enable the management to keep the information ready.
9. Relevant documents, Scheme of Amalgamation, List of Creditors (Secured and Unsecured) of the Company, Declaration of Solvency (CAA-10), publication of Scheme in the newspaper, the Memorandum of Association and Articles of Associations referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours between 11:00 A.M. to 3:00 P.M. up to the date of the Meeting and during the meeting the said documents are available at the venue of the EGM.



10. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the facility for making nominations is available for the individual Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form.
12. Route-map to the venue of the Meeting is provided at the end of the Notice, only for convenience, no requirement through video conferencing/other audio-visual means (OAVM).
13. All the shares of the Company are held in dematerialized form with NSDL. The name of Registrar and Share Transfer Agent is **KFin Technologies Limited**, Address- Selenium Tower- B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Contact no.: (040) 7961 1000, Fax No. (040) 23001153, email id-[srinivas.sudheer@kfintech.com](mailto:srinivas.sudheer@kfintech.com):

1. All Members can register their e-mail address in respect of shares held in electronic form with the Depository through their Depository Participant(s).
2. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The RTA is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

**Place: Faridabad**  
**Date: October 17, 2025**

**By Order of the Board of Directors**  
**For Imperial Auto Industries Limited**



*Vikram Mehra*

**Vikram Mehra**  
**Company Secretary**  
**(ACS: 12336)**

**Registered Office Address:**  
202, Kusal Bazar, 32-33, Nehru Place,  
New Delhi-110019  
**CIN: U74899DL1975PLC007737**  
**E-mail: [csimperial@impauto.com](mailto:csimperial@impauto.com)**

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT TO THE SPECIAL BUSINESS

#### ITEM NO. 1

As per Sec 102(1)(b) of the Companies Act, 2013, following are the details of facts, meaning, scope and implications of the item of business in the proposed resolution: -

In order to rationalise & improve performance of the company, in terms of Provisions of Section 233 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (the 'Act') along with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, it is proposed to amalgamated two subsidiaries in the holding company Imperial Auto Industries Limited having CIN: U74899DL1975PLC007737 being ("Transferee Company") as under by a proposed Scheme of Amalgamation:

1. IAI Industries Limited having CIN: U74899DL1995PLC069837("Transferor Company" 1)
2. Imperial Martor Engine Tubes Private Limited having CIN:U29299DL2008PTC453099 being ("Transferor Company" 2)

and their respective shareholders and creditors (hereinafter referred to as the "Scheme of Amalgamation").

1. 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 of 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, 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 utilization 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
2. The Company has also served notices (CAA-9) along with the proposed Scheme with Registrar of Companies, NCT Delhi and Haryana, Ministry of Corporate Affairs as well as Official Liquidator seeking their objections/suggestions to the said scheme as required under section 233(1)(a) of the Act and rules made there under. Furthermore, the Company has also filed their Declaration of Solvency in Form CAA-10 before the office of Registrar of Companies, NCT of Delhi & Haryana in electronic mode through E-Form GNL-1.
  3. The transferee company shall file an application with the Registrar along with the Scheme to be registered, duly approved by majority of the creditors, indication the revised authorized capital and pay the prescribed fees due on revised capital in terms of provisions of section 233(11) of the Companies Act, 2013 and the Petitioner Company should ensure statutory compliances of all applicable laws and shall not be absolved from any statutory liability on approval of the Scheme.
  4. The Board has agreed to the suggestions received from ROC, Delhi and amended the scheme by incorporating the above points and has been further authorized to modify the changes if any suggested by any Regulatory Authority(s) subsequently. The copy of Scheme setting out in detail the terms and conditions of the Arrangement, inter-alia, providing for the proposed scheme, which has been approved by the Board of Directors of the **Imperial Auto Industries Limited ("Transferee Company")** at its meeting held on October 17, 2025.
  5. The Amalgamation once approved in the meeting will be subject to approval of the Hon'ble Regional Director, Northern Region, New Delhi ("RD") Ministry of Corporate



Affairs, Delhi.

Accordingly, the Copy of draft Scheme of Amalgamation is placed before the Members for their perusal and Board recommends this resolution for the approval of the Shareholders as a Special Resolution.

None of the Directors and shareholders is interested in the proposal.

**ITEM NO.2:**

Pursuant to the provisions of section 139, 141 and 142 of the Companies Act, 2013, the Audit Committee & Board of Directors of the Company in their respective meeting (s) held on 20.05.2024 have re-appointed M/s Walker Chandiook & Co, LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as Statutory Auditor of the Company for **second** consecutive term of 5 (five) years (from the conclusion of ensuing 49<sup>th</sup> AGM until the conclusion of 54<sup>th</sup> AGM to be held in the calendar year 2029) and their re-appointment was approved by the shareholders in the Annual General Meeting held on 27.09.2024.

Pursuant to the provisions of Section 142 of the Companies Act, 2013, the remuneration of the auditor of a Company shall be fixed in its General Meeting and/or in such manner as may be determined therein.

The proposed remuneration to be paid to Auditors for the financial year 2025-26 shall be as under:

**Audit Fees** (FY 2025-26): Rs. 54.50 Lakhs (plus applicable taxes and out-of-pocket expenses)

**One-time Fees** (FY 2025-26): Rs.10 Lakhs towards German Subsidiary:

- a) Consolidation of Germany 2 entites and Slovakian entity (Biebighäuser Slovakia S.R.O. Družstevna (BSK) and BiebighauserKunststofftechnik GmbH (BKT))
- b) Additional efforts for follow up for provisions and group audit instructions

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee and as mutually agreed between the Board and the said Auditors from time to time.

None of the directors of the Company and their relatives are, in any way, concerned or interested in the resolution set out at Item No. 2.

The Board recommends the passing of the Resolutions at Item No. 2 as an Ordinary Resolutions for approval of the Members.



**ITEM NO.3:**

As per Sec 102(1)(b) of the Companies Act, 2013, following are the details of facts, meaning, scope and implications of the item of business in the proposed resolution:-

The Board of Directors, in its meeting held on October 17, 2025, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vipin Sondhi (DIN: 00327400) as an Additional Director of the Company with effect from October 17, 2025. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the Annual General Meeting of the Company and regularisation of his appointment from Additional Director to Director requires approval of the shareholders in the General Meeting. In this Extra Ordinary General Meeting, it is proposed to regularise appointment of Mr. Vipin Sondhi from additional Director to Director of the Company designated as **Independent Director and Non-Executive Chairman**, for a term upto five consecutive years **effective from 17.10.2025 to 15.10.2030**

The Board is of the view that the appointment of Mr. Vipin Sondhi (DIN: 00327400) on the Company's Board as Director is desirable and would be beneficial to the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director. Further, as per the first proviso of Sec 160(1) of the Companies Act, 2013 the requirement of deposit of amount shall not apply in case appointment of a director is recommended by the Nomination and Remuneration Committee, constituted under sub-section (1) of section 178.

Mr. Vipin Sondhi (DIN: 00327400) has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(1), 164(2) of the Act and has given his consent to act as a Director of the Company pursuant to section 152(5) of the act.

Brief Profile of Mr. Vipin Sondhi (DIN: 00327400) including nature of their expertise in specific functional areas and names of companies in which he hold directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between directors.

Name	Mr. Vipin Sondhi
Designation	<b>Independent Director and Non-Executive Chairman</b>
Address	<b>Permanent</b> : House No. 3 B/6, Gangaram Hospital Marg, Rajender Nagar, S.O. Central Delhi, Delhi 110060, <b>Present</b> : N-37, 1st Floor, Panchsheel Park, New Delhi - 110017 (Also address for correspondence)
DIN	00327400
PAN	AAKPS0454J
Date of Birth	27/04/1960
Qualification	B.Tech from IIT Delhi

<p>Experience/ Expertise in specific functional area</p>	<p>PGDM from IIM Ahmedabad</p> <p>He is the former Managing Director &amp; Chief Executive Officer of Ashok Leyland, JCB India and Tecumseh India, prior to which he has worked with Tata Steel and Shriram Honda. He has 37 years of experience in the Manufacturing and Engineering sector, 21 years has been as an MD &amp; CEO.</p> <p>He is currently the Chairperson of the National Board for Quality Promotion, Quality Council of India, Chairperson of CII's (Confederation of Indian Industry) Green Mobility Council.</p> <p>He serves as an Independent Director and Consultant for 'For Profit' and as a Trustee for 'Not for Profit' organisations.</p> <p>He is a member of the Technology Advisory Group appointed by the Principal Scientific Officer, Govt. of India and a member of the Governing Board of I-Hub for Robotics and Autonomous Systems Innovation Foundation (ARTPARK) at IISc, Bangalore.</p> <p>He is an alumnus of The Indian Institute of Management, Ahmedabad, The Indian Institute of Technology, New Delhi, and did his schooling at The Lawrence School, Sanawar, of which he is on the Board of Governors (BoG) and Chairperson of the School Management Committee.</p> <p>The Government of India appointed him as the Chairperson of the Board of Governors of the Indian Institute of Science Education and Research (IISER), Bhopal (2015-18). He has held the position of Vice President of the Society of Indian Automotive Manufacturers (SIAM) and Vice President of the Automotive Skill Development Council (ASDC).</p> <p>He was awarded (CII) Young Manager's Trophy - 2000, The Udyog Rattan Awarded by the Institute of Economic Studies - 2011 and The CEO of the year (CEO India Awards) - 2014. He was also conferred with an Honorary Fellowship by the Centre for Excellence in Project Management (CEPM) - 2017 and The Economic Times 'Most Promising Business Leader of Asia - Construction Equipment Industry in 2018-19.</p> <p>IIT Jodhpur conferred the Honorary Doctor of Science (Honoris Causa) degree upon Mr. Vipin Sondhi in June, 2025 with the citation 'In recognition of his outstanding contribution to industry, innovation and</p>
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	national development’.								
	He is an elected Fellow of the Indian National Academy for Engineering								
Date of appointment as Independent Director and Non-executive Chairman (including remuneration)	By the Board of Directors for a term up to five consecutive years effective from <b>17.10.2025 to 15.10.2030</b> at a Fixed compensation (remuneration) of Rs. 60,00,000/- (Rupees Sixty Lakhs Only) per annum (payable quarterly) over and above the sitting fees (Attendance Fees) as mentioned below, in line with the remuneration policy of Independent Directors of the company: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Particulars</th> <th>Amount (INR)</th> <th rowspan="3">Payable on Quarterly Basis</th> </tr> </thead> <tbody> <tr> <td>Fixed Pay</td> <td>22,00,000 p.a.</td> </tr> <tr> <td>Independent Board Chairperson</td> <td>38,00,000 p.a.</td> </tr> </tbody> </table>	Particulars	Amount (INR)	Payable on Quarterly Basis	Fixed Pay	22,00,000 p.a.	Independent Board Chairperson	38,00,000 p.a.	
Particulars	Amount (INR)	Payable on Quarterly Basis							
Fixed Pay	22,00,000 p.a.								
Independent Board Chairperson	38,00,000 p.a.								
Sitting Fees (Attendance Fees)	The sitting fees (Attendance Fees) shall be payable as per the chart below: <table border="1" style="margin-left: 20px;"> <thead> <tr> <th>Particulars</th> <th>Sitting Fees (Attendance Fees)</th> <th>Frequency of Payment</th> </tr> </thead> <tbody> <tr> <td>Board Meeting Attendance Fees</td> <td>100,000/-</td> <td rowspan="2">Per Meeting</td> </tr> <tr> <td>Committee Meeting Attendance Fees</td> <td>50,000/-</td> </tr> </tbody> </table>	Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment	Board Meeting Attendance Fees	100,000/-	Per Meeting	Committee Meeting Attendance Fees	50,000/-
Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment							
Board Meeting Attendance Fees	100,000/-	Per Meeting							
Committee Meeting Attendance Fees	50,000/-								
Shareholding in the Company	NIL								
Relationship with Directors/Manager/KMP	None								
Directorship of other Company as on date of Notice	<ol style="list-style-type: none"> <li>1. Triveni Turbine Ltd</li> <li>2. Blue Star Limited</li> <li>3. Blue Star Climatech Limited</li> <li>4. DCM Shriram Limited</li> </ol>								
Chairman /Member of the Board Committee of other companies in which he is a director as on date of Notice	<p>Triveni Turbine Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee - Chairperson</li> <li>• Nomination and Remuneration Committee - Member</li> <li>• Talent Management Committee- Member</li> </ul> <p>Blue Star Climatech Limited</p> <ul style="list-style-type: none"> <li>• CSR and ESG Committee- Chairperson</li> </ul> <p>DCM Shriram Limited</p> <ul style="list-style-type: none"> <li>• Audit Committee – Chairperson</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>								



In accordance with the provisions of Section(s) 161, 152 of the Companies Act, 2013 and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, the board of directors is seeking your approval for his regularization as a Director of the Company (Non-Executive director) designated as Independent Director and Non-Executive Chairman of the Company.

Except, Mr. Vipin Sondhi, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolutions set out at Item No. 3 of the Notice except as mentioned above.

The Board recommends the passing of the Resolutions at Item No. 3 as an Ordinary Resolutions for approval of the Members.

**ITEM NO.4:**

As per Sec 102(1)(b) of the Companies Act, 2013, following are the details of facts, meaning, scope and implications of the item of business in the proposed resolution:-

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director, the Independent Director shall be appointed for not more than two terms of five years each and shall not liable to retire by rotation .

In accordance with the relevant provisions of the Companies Act, 2013 and Articles of Association of the Company, **Mr. Vipin Sondhi (DIN: 00327400)**, was appointed as a Additional Director of the Company by the Board of Directors in their meeting held on October 17, 2025 subject to the approval of Shareholders and holds office till the conclusion of the next Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. His appointment is regularised from additional director to Director by the shareholders in this meeting. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, being eligible, he offers himself for appointment as **Independent Director and Non-Executive Chairman** on the Board of the Company.

Mr. Vipin Sondhi (DIN: 00327400) has submitted his consent in writing in form DIR-2 as per Section 152(5), intimation in form DIR-8 as per Section 164 that he is not disqualified from being appointed as director, disclosure of his interest as per Section 184(1) in form MBP-1 and declaration that he meets the criteria of independence as provided in section 149(6) of the Companies Act, 2013 to act as Independent Director and Non-Executive Chairman of the Company.

As per Section 152(5) of the Act, Board of Directors are of the opinion that Mr Vipin Sondhi fulfils the conditions specified in this Act for an appointment as Independent Director. The Board has recommended the appointment of Mr. Vipin Sondhi (DIN: 00327400) as **Independent Director and Non-Executive Chairman** on the Board of the Company for a term upto five consecutive years w.e.f. the date of appointment as a



Additional Director i.e. 17.10.2025 to 15.10.2030, subject to approval by the Shareholders of the Company.

As per regulation 17(6)(ca) of SEBI (LODR) Regulations 2015 the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds 50% of the total annual remuneration payable to all non –executive directors, giving details of the remuneration thereof.

Brief Profile of Mr. Vipin Sondhi (DIN: 00327400) including nature of their expertise in specific functional areas and names of companies in which he holds the position of director and member / Chairman of Board Committees, shareholding and relationships between directors.

Name	Mr. Vipin Sondhi
Designation	<b>Independent Director and Non-Executive Chairman</b>
Address	<b>Permanent</b> : House No. 3 B/6, Gangaram Hospital Marg, Rajender Nagar, S.O. Central Delhi, Delhi 110060, <b>Present</b> : N-37, 1st Floor, Panchsheel Park, New Delhi – 110017 (Also address for correspondence)
DIN	00327400
PAN	AAKPS0454J
Date of Birth	27/04/1960
Qualification	B.Tech from IIT Delhi PGDM from IIM Ahmedabad
Experience/ Expertise in specific functional area	<p>He is the former Managing Director &amp; Chief Executive Officer of Ashok Leyland, JCB India and Tecumseh India, prior to which he has worked with Tata Steel and Shriram Honda. He has 37 years of experience in the Manufacturing and Engineering sector, 21 years has been as an MD &amp; CEO.</p> <p>He is currently the Chairperson of the National Board for Quality Promotion, Quality Council of India, Chairperson of CII's (Confederation of Indian Industry) Green Mobility Council.</p> <p>He serves as an Independent Director and Consultant for 'For Profit' and as a Trustee for 'Not for Profit' organisations.</p> <p>He is a member of the Technology Advisory Group appointed by the Principal Scientific Officer, Govt. of India and a member of the Governing Board of I-Hub for Robotics and Autonomous Systems Innovation Foundation (ARTPARK) at IISc, Bangalore.</p> <p>He is an alumnus of The Indian Institute of Management, Ahmedabad, The Indian Institute of</p>



	<p>Technology, New Delhi, and did his schooling at The Lawrence School, Sanawar, of which he is on the Board of Governors (BoG) and Chairperson of the School Management Committee.</p> <p>The Government of India appointed him as the Chairperson of the Board of Governors of the Indian Institute of Science Education and Research (IISER), Bhopal (2015-18). He has held the position of Vice President of the Society of Indian Automotive Manufacturers (SIAM) and Vice President of the Automotive Skill Development Council (ASDC).</p> <p>He was awarded (CII) Young Manager's Trophy - 2000, The Udyog Rattan Awarded by the Institute of Economic Studies - 2011 and The CEO of the year (CEO India Awards) - 2014. He was also conferred with an Honorary Fellowship by the Centre for Excellence in Project Management (CEPM) - 2017 and The Economic Times 'Most Promising Business Leader of Asia - Construction Equipment Industry in 2018-19.</p> <p>IIT Jodhpur conferred the Honorary Doctor of Science (Honoris Causa) degree upon Mr. Vipin Sondhi in June, 2025 with the citation 'In recognition of his outstanding contribution to industry, innovation and national development'.</p> <p>He is an elected Fellow of the Indian National Academy for Engineering</p>							
<p>Date of appointment as Independent Director and Non-executive Chairman (including remuneration)</p>	<p>By the Board of Directors for a term upto five consecutive years effective from <b>17.10.2025 to 15.10.2030</b> at a Fixed compensation (remuneration) of Rs. 60,00,000/- (Rupees Sixty Lakhs Only) per annum (payable quarterly) over and above the sitting fees (Attendance Fees) as mentioned below, in line with the remuneration policy of Independent Directors of the company:</p> <table border="1" data-bbox="612 1464 1334 1603"> <thead> <tr> <th>Particulars</th> <th>Amount (INR)</th> <th rowspan="3">Payable on Quarterly Basis</th> </tr> </thead> <tbody> <tr> <td>Fixed Pay</td> <td>22,00,000 p.a.</td> </tr> <tr> <td>Independent Board Chairperson</td> <td>38,00,000 p.a.</td> </tr> </tbody> </table>	Particulars	Amount (INR)	Payable on Quarterly Basis	Fixed Pay	22,00,000 p.a.	Independent Board Chairperson	38,00,000 p.a.
Particulars	Amount (INR)	Payable on Quarterly Basis						
Fixed Pay	22,00,000 p.a.							
Independent Board Chairperson	38,00,000 p.a.							



Sitting Fees (Attendance Fees)	The sitting fees (Attendance Fees) shall be payable as per below chart:		
	Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment
	Board Meeting Attendance Fees	100,000/-	Per Meeting
Committee Meeting Attendance Fees	50,000/-		
Shareholding in the Company	NIL		
Relationship with Directors/ Manager/KMP	None		
Directorship of other Company as on date of Notice	1.Triveni Turbine Ltd 2.Blue Star Limited 3.Blue Star Climatech Limited 4.DCM Shriram Limited		
Chairman /Member of the Board Committee of other companies in which he is a director as on date of Notice	Triveni Turbine Limited <ul style="list-style-type: none"> <li>• Audit Committee - Chairperson</li> <li>• Nomination and Remuneration Committee - Member</li> <li>• Talent Management Committee- Member</li> </ul> Blue Star Climatech Limited <ul style="list-style-type: none"> <li>• CSR and ESG Committee- Chairperson</li> </ul> DCM Shriram Limited <ul style="list-style-type: none"> <li>• Audit Committee – Chairperson</li> <li>• Nomination and Remuneration Committee - Member</li> </ul>		

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and other applicable provisions, if any, the board of directors is seeking your approval for appointment of Mr. Vipin Sondhi as Independent Director and Non-Executive Chairman of the Company.

Except, Mr. Vipin Sondhi, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolutions set out at Item No. 4 of the Notice except as mentioned above.

The Board recommends the passing of the Resolutions at Item No. 4 as an Special Resolution for approval of the Members.

**ITEM NO.5:**

As per Sec 102(1)(a) of the Companies Act, 2013, following are the details of nature of concern or interest, financial or otherwise, if any, in the proposed resolution no.:

Pursuant to the applicable provisions of Section 149 and proviso to section 149(9), 197, 198 read with schedule V and all other applicable provisions of the Companies Act, 2013



and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company may pay the remuneration to Non-executive Directors, including Independent Directors.

Pursuant to Section 149(9) of the Companies Act, 2013 ('Act'), an Independent Director is entitled to receive:

- sitting fee for attending Board/Committee meetings as may be prescribed under second proviso in Section 197(5);
- reimbursement of expenses for attending the Board/Committee meetings;
- profit related commission as may be approved by the members.

Looking to the competitive business environment, corporate governance norms and consequent increase in the responsibilities of the Non Executive Independent Directors, it is considered prudent and appropriate to increase the remuneration of the IDs of the Company for giving their time and inputs in the strategic decisions of the Company.

Pursuant to Section 197 & Schedule IV of the Act, the Board of Directors of the Company in their meeting held on October 17, 2025 subject to the approval of the members of the Company, approved for increase in fixed compensation payable to Mr. Parthasarathy Vankipuram Srinivasa (DIN:00125299) (Non-Executive Independent Director) from Rs.10,00,000/- (Rupees Ten Lacs only) per annum to Rs. 22,00,000/- (Rupees Twenty-Two Lacs only) per annum (**payable quarterly**) over and above the sitting fees (Attendance Fees), in line with the remuneration policy of Independent Directors of the company, with effect from 17.10.2025 till he holds his office i.e. 13.03.2027.

As per the Audited Balance Sheet as on March 31, 2025, the net profits of the company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 was Rs. 222.86 Crores and 1% of the said net profits amounts to Rs. 2.23 Crores.

The increase in remuneration of Mr. Parthasarathy Vankipuram Srinivasa is within the overall limit of remuneration payable to Non-Executive Directors including Independent Directors as per section 197 of the Companies Act, 2013.

Brief Profile of Mr. Parthasarathy Vankipuram Srinivasa (DIN:00125299) including nature of their expertise in specific functional areas and names of companies in which he holds the position of directors and member / Chairman of Board Committees, shareholding and relationships between directors:

Name of Director	Mr. Parthasarathy Vankipuram Srinivasa
DIN	00125299
Date of Birth	01.11.1962
PAN	AADPV5236G
Date of actual appointment as Independent & Non-executive director	14.03.2022



Relationship with Directors	NIL
Experience/Expertise in specific functional area/Justification	He has experience of over 33 years in the field of businesses, organization transformations and Merger & Acquisition transactions.
Qualification	Chartered Accountant from ICAI and ICAEW and an alumnus of Harvard Business School.
Directorship of other Company as on date of EGM	<ol style="list-style-type: none"> <li>1. Rudi Multi Trading Company Limited</li> <li>2. Kids Clinic India Limited</li> <li>3. Imperial Auto Industries Limited</li> <li>4. IAI Industries Limited</li> <li>5. NIIT Learning Systems Limited</li> <li>6. Girnar Software Private Limited</li> <li>7. GreenCell Mobility Private Limited</li> <li>8. EverEnviro Resource Management Pvt Ltd</li> <li>9. Pennar Industries Ltd</li> <li>10. Life Insurance Corporation of India</li> <li>11. Maple Infra InvIT Investment Manager Private Limited</li> <li>12. Grassroot Trading Network for Women (Section 8 Company)</li> <li>13. Bombay City Policy Research Foundation Trust</li> </ol>
Chairman /Member of the Committees of Board of Directors of Company as on EGM date	<p>Member of following Committees of Board:</p> <ol style="list-style-type: none"> <li>1. Audit Committee;</li> <li>2. Nomination &amp; Remuneration Committee</li> <li>3. Corporate Social Responsibility (CSR) Committee</li> </ol>
Chairman /Member of the Committees of Board of Directors of other Company as on EGM date	<p>NIIT Learning Systems Limited</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee and Risk Management Committee</li> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul> <p>Pennar Industries Limited</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> </ul> <p>Life Insurance Corporation of India</p> <ul style="list-style-type: none"> <li>• Member of Audit Committee and Executive Committee</li> <li>• Chairman of ESG Committee</li> </ul> <p>Kids Clinic India Limited</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee and Nomination &amp; Remuneration Committee</li> <li>• Member of Risk Management Committee</li> </ul> <p>IAI Industries Limited</p> <ul style="list-style-type: none"> <li>• Member of Audit Committee and Nomination &amp; Remuneration Committee</li> </ul> <p>Girnar Software Private Limited</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee</li> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul> <p>Greencell Mobility Private Limited</p> <ul style="list-style-type: none"> <li>• Chairman of Audit Committee and Nomination &amp; Remuneration Committee</li> </ul>



	<ul style="list-style-type: none"> <li>• Member of ESG Committee EverEnviro Resource Management Private Limited</li> <li>• Chairman of Audit Committee Maple Infra InvIT Investment Manager Private Limited</li> <li>• Chairman of Audit Committee</li> <li>• Member of Nomination &amp; Remuneration Committee</li> </ul>								
Number of shares held in the Company as on date of EGM	NIL								
Details of Remuneration paid/proposed of last	<p><b><u>Last remuneration &amp; sitting fees</u></b></p> <p>a) sitting fees of Rs. 50,000/- (Rupees Fifty Thousand only) per meeting of the Board or a committee thereof and the Company shall reimburse the expenses such as travelling, staying and related out of pocket/miscellaneous related incurred by him for participation in the said meetings ;<b>and</b></p> <p>b) fixed remuneration (over and above the sitting fees) of Rs. 10,00,000/- (Rupees Ten Lacs only) per annum (payable quarterly).</p> <p><b><u>Proposed remuneration &amp; sitting fees (Revision)</u></b></p> <p>a) Proposed Remuneration- Rs. 22,00,000/- (Rupees Twenty Two Lacs only) per annum (<b>payable quarterly</b>) with effect from October 17, 2025, <b>subject to the approval of shareholders.</b></p> <p>b) Sitting Fees (Attendance Fees)- Approved by the Board of Directors in their meeting held on October 17, 2025, payable as per below chart:-</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Sitting Fees (Attendance Fees)</th> <th>Frequency of Payment</th> </tr> </thead> <tbody> <tr> <td>Board Meeting Attendance Fees</td> <td>Rs. 100,000 /-</td> <td rowspan="2">Per Meeting</td> </tr> <tr> <td>Each Committee Meeting Attendance Fees</td> <td>Rs. 50,000 /-</td> </tr> </tbody> </table>	Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment	Board Meeting Attendance Fees	Rs. 100,000 /-	Per Meeting	Each Committee Meeting Attendance Fees	Rs. 50,000 /-
Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment							
Board Meeting Attendance Fees	Rs. 100,000 /-	Per Meeting							
Each Committee Meeting Attendance Fees	Rs. 50,000 /-								
Number of Board meeting attended during the year 2025-2026 as on the date of issue of notice	<p>Total Board Meeting held : 5</p> <p>Total Board Meeting attended : 4</p>								

In compliance with the provisions of Section 149 (9) read with Schedule IV to the act, the Board of Directors is seeking your approval for increase in remuneration payable to Mr. Parthasarathy Vankipuram Srinivasa.



Except, Mr. Parthasarathy Vankipuram Srinivasa, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolutions set out at Item No. 5 of the Notice except as mentioned above.

The Board recommends the passing of the Resolutions at Item No. 5 as an Ordinary Resolutions for approval of the Members.

**ITEM NO.6:**

As per Sec 102(1)(a) of the Companies Act, 2013, following are the details of nature of concern or interest, financial or otherwise, if any, in the proposed resolution no.:

Pursuant to the applicable provisions of Section 149 and proviso to section 149(9), 197, 198 read with schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company may pay the remuneration to Non-executive Directors, including Independent Directors.

Pursuant to Section 149(9) of the Companies Act, 2013 ("Act"), an Independent Director is entitled to receive:

- a) sitting fee for attending Board/Committee meetings as may be prescribed under second proviso in Section 197(5);
- b) reimbursement of expenses for attending the Board/Committee meetings;
- c) profit related commission as may be approved by the members.

Looking to the competitive business environment, corporate governance norms and consequent increase in the responsibilities of the Non Executive Independent Directors, it is considered prudent and appropriate to increase the remuneration of the IDs of the Company for giving their time and inputs in the strategic decisions of the Company.

Pursuant to Section 197 & Schedule IV of the Act, the Board of Directors of the Company in their meeting held on October 17, 2025 subject to the approval of the members of the Company, approved for increase in remuneration payable to Ms. Smita Piyush Mankad (DIN:02009838) (Non-Executive Independent Director) from Rs.10,00,000/- (Rupees Ten Lacs only) per annum to Rs. 22,00,000/- (Rupees Twenty- Two Lacs only) per annum **(payable quarterly)** over and above the sitting fees (Attendance Fees), in line with the remuneration policy of Independent Directors of the company, with effect from 17.10.2025 till she holds her office i.e. 13.03.2027.

As per the Audited Balance Sheet as on March 31, 2025, the net profits of the company, computed in accordance with the provisions of Section 198 of the Companies Act, 2013 is Rs. 222.86 Crores and 1% of the said net profit amounts to Rs. 2.23 Crores.



The increase in remuneration of Ms. Smita Piyush Mankad is within the overall limit of remuneration payable to Non-Executive Directors including Independent Directors as per section 197 of the Companies Act, 2013.

Brief Profile of Ms. Smita Piyush Mankad (DIN:02009838) including nature of their expertise in specific functional areas and names of companies in which she holds the position of director and member / Chairman of Board Committees, shareholding and relationships between directors:

Name of Director	Ms. Smita Piyush Mankad
DIN	02009838
Date of Birth	March 20, 1971
PAN	AADPM4199F
Date of actual appointment as Independent & Non-executive director	14.03.2022
Relationship with Directors	NIL
Experience/Expertise in specific functional area/Justification	30 years of experience with spanning the corporate, social and government sectors. Currently serves as an Independent Woman Director in Mahindra Auto Steel Private Limited, Mahindra Heavy Engines Limited, Mahindra Waste To Energy Solutions Limited, Compact India Private Limited.
Qualification	Economic (Hons), Graduate from Lady Shriram College for Women, Delhi University. MBA from Narsee Monjee Institute of Management Studies, Mumbai University.
Directorship of other Company as on date of EGM	<ol style="list-style-type: none"> <li>1. Blue Planet Integrated Waste Solutions Limited (Formerly known as Mahindra Waste To Energy Solutions Limited)</li> <li>2. Fabindia Limited</li> <li>3. Imperial Auto Industries Limited</li> <li>4. Swaraj Engines Ltd</li> <li>5. Bajaj Holdings &amp; Investment Limited</li> <li>6. Bajaj Auto Credit Limited</li> <li>7. Mahindra Rural Housing Finance Limited</li> <li>8. Subros. Ltd</li> <li>9. TARSHI (Society Regn No. S/32155 of 1997)</li> <li>10. Purkal Youth Development Society (Society Regn No. UK06003082020004439)</li> <li>11. Red Dot Foundation</li> <li>12. DSP Fund Managers IFSC Private Limited</li> <li>13. SML ISUZU Ltd.</li> </ol>
Chairman /Member of the Committees of Board of Directors of Company as on EGM date	Member of following Committees of Board: <ol style="list-style-type: none"> <li>1. Audit Committee;</li> <li>2. Nomination &amp; Remuneration Committee</li> <li>3. Corporate Social Responsibility (CSR) Committee</li> </ol>



Chairman /Member of the Committees of Board of Directors of other Company as on EGM date	Swaraj Engines Limited Chairperson of Audit Committee								
Number of shares held in the Company as on date of EGM	NIL								
Details of Remuneration last paid/proposed	<p><b><u>Last remuneration &amp; sitting fees</u></b></p> <p>a) sitting fees of Rs. 50,000/- (Rupees Fifty Thousand only) per meeting of the Board or a committee thereof and the Company shall reimburse the expenses such as travelling, staying and related out of pocket/miscellaneous related incurred by her for participation in the said meetings; <b>and</b></p> <p>b) fixed remuneration (over and above the sitting fees) of Rs. 10,00,000/- (Rupees Ten Lacs only) per annum (payable quarterly).</p> <p><b><u>Proposed remuneration &amp; sitting fees (Revision)</u></b></p> <p>a) Proposed Remuneration- Rs. 22,00,000/- (Rupees Twenty Two Lacs only) per annum (<b>payable quarterly</b>) with effect from October 17, 2025 <b>subject to the approval of shareholders.</b></p> <p>b) Sitting Fees (Attendance Fees)- Approved by the Board of Directors in their meeting held on October 17, 2025, payable as per below chart:-</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>Sitting Fees (Attendance Fees)</th> <th>Frequency of Payment</th> </tr> </thead> <tbody> <tr> <td>Board Meeting Attendance Fees</td> <td>Rs. 100,000 /-</td> <td rowspan="2">Per Meeting</td> </tr> <tr> <td>Each Committee Meeting Attendance Fees</td> <td>Rs. 50,000 /-</td> </tr> </tbody> </table>	Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment	Board Meeting Attendance Fees	Rs. 100,000 /-	Per Meeting	Each Committee Meeting Attendance Fees	Rs. 50,000 /-
Particulars	Sitting Fees (Attendance Fees)	Frequency of Payment							
Board Meeting Attendance Fees	Rs. 100,000 /-	Per Meeting							
Each Committee Meeting Attendance Fees	Rs. 50,000 /-								
Number of Board meeting attended during the year 2025-2026 as on the date of issue of notice	Total Board Meeting held : 5 Total Board Meeting attended : 5								

In compliance with the provisions of Section 149 (9) read with Schedule IV to the act, the Board of Directors is seeking your approval for increase in remuneration payable to Ms. Smita Piyush Mankad.



Except, Ms. Smita Piyush Mankad, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, in the Resolutions set out at Item No. 6 of the Notice except as mentioned above.

The Board recommends the passing of the Resolutions at Item No. 6 as an Ordinary Resolutions for approval of the Members.

**Place: Faridabad**

**Date: October 17, 2025**

**By Order of the Board of Directors  
For Imperial Auto Industries Limited**



*Vikram Mehra*

**Vikram Mehra  
Company Secretary  
(ACS: 12336)**

**Registered Office Address:**

202, Kusal Bazar, 32-33, Nehru Place,  
New Delhi-110019

**CIN: U74899DL1975PLC007737**

**E-mail: csimperial@impauto.com**

**ATTENDANCE SLIP**

**Venue of the meeting** : R&D center Plot-8/8A, Sector-20B, Faridabad-121001  
**Date & Time** : December 23, 2025 & 3:30 P.M. (IST)

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE**

**Name** :  
**Address** :  
**No. of Shares held** :  
**DPID** :  
**CLIENT ID** :

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 1<sup>st</sup> Extra-Ordinary General Meeting of the Company will be held through video conferencing or by way of other audio visual means ("OAVM") and in person at R&D center Plot no. 8/8A, Sector-20B, Faridabad-121001, Haryana at 3:30 P.M. (IST) on Tuesday, December 23, 2025.

\_\_\_\_\_  
Signature of Member /Proxy

Note: (1) Members/Proxies are requested to bring this attendance slip, duly filled up and hand over at the reception.

(2) No blank form will be supplied at the reception.



**Form No. MGT-11  
Form of Proxy**

Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

**Name of Member(s) :** \_\_\_\_\_ **Folio No./Client ID :** \_\_\_\_\_  
**Registered Address :** \_\_\_\_\_ **No. of Shares held :** \_\_\_\_\_  
**Email ID:** \_\_\_\_\_

I/we being the member(s) of ----- shares of the Imperial Auto Industries Limited hereby appoint the following

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_  
 or failing him
2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1<sup>st</sup> Extra-Ordinary General Meeting of the Company to be held on Tuesday, December 23, 2025 at 03:30 P.M. (IST) through video conferencing or by way of other audio visual means ("OAVM") and in person at R&D center Plot -8/8A, sector-20B, Faridabad-121001, Haryana and at any adjournment thereof in respect of such resolution as are indicated below:

S.No.	Resolution	Number of Shares held	For	Against
<b>Special Business</b>				
1.	APPROVAL OF 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").			
2.	TO FIX THE REMUNERATION OF M/S. WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 001076N/N500013) STATUTORY AUDITORS OF THE COMPANY FOR THE F.Y. 2025-26			
3.	REGULARISATION OF MR. VIPIN SONDHI (DIN: 00327400) FROM ADDITIONAL DIRECTOR TO DIRECTOR OF THE COMPANY WHO HOLDS THE POSITION OF INDEPENDENT DIRECTOR AND NON-EXECUTIVE CHAIRMAN			
4.	APPOINTMENT OF MR. VIPIN SONDHI (DIN: 00327400), ADDITIONAL DIRECTOR AS AN INDEPENDENT DIRECTOR AND NON-EXECUTIVE CHAIRMAN OF THE COMPANY FOR THE PERIOD EFFECTIVE FROM 17.10.2025 TO 15.10.2030 AND FIX HIS FIXED COMPENSATION (REMUNERATION)			
5.	INCREASE IN FIXED COMPENSATION PAYABLE TO MR. PARTHASARATHY VANKIPURAM SRINIVASA (DIN:00125299) (NON-EXECUTIVE INDEPENDENT DIRECTOR) OF THE COMPANY W.E.F. 17.10.2025			
6.	INCREASE IN FIXED COMPENSATION PAYABLE TO MS. SMITA PIYUSH MANKAD (DIN:02009838) (NON-EXECUTIVE			



INDEPENDENT DIRECTOR) OF THE COMPANY W.E.F. 17.10.2025			
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Signature(s) of Member(s)

Affix  
Revenue Stamp of  
Re. 1

(Signature on the affixed stamp)

Signed this-----day of-----2025.

**Notes: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the Commencement of the Meeting.**



**ROUTE MAP**

**Address: R& D Center Plot -8/8A, Sector-20B, Faridabad-121001**

