

Imperial martor

Imperial Martor Engine Tubes Private Limited

NOTICE TO MEMBERS

Notice is hereby given that the 02nd Extra-Ordinary General Meeting of the Members of Imperial Martor Engine Tubes Private Limited for the financial year 2025-26 will be held through physical mode as per following schedule:

Day	Tuesday
Date	December 23, 2025
Time	12:30 P.M. (IST)
Venue	office of Imperial Auto Industries Limited situated at 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. 22 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

NOTICE OF THE 2nd EXTRA-ORDINARY GENERAL MEETING

CIN : U29299DL2008PTC453099

Registered Office : 202, Kusal Bazar, 32-33, Nehru Place, New Delhi - 110019.
Works at : Gat No. 347, Village - Nighoje, Tal. Khed, Dist. Pune - 410 501
Email : admin@imperialmartor.com



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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 the Board of Directors in their meeting(s) held on October 17, 2025 respectively 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 provisions 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.

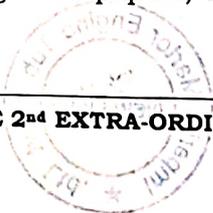
RESOLVED FURTHER THAT . Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645) Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, Company Secretary of the Company be and is/are hereby severally authorized to sign/ digitally sign, submit the Scheme 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. Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645), Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, 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, 4th 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. Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645), Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, 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), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645) Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, 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 department or office/authorities as may be necessary and to sign any undertaking of the declaration and to do all such acts, deeds, things as may be necessary for implementation of this resolution”

Place: Faridabad
Date: October 17, 2025

By Order of the Board of Directors
For Imperial Martor Engine Tubes Private Limited



Nishant

Nishant
Company Secretary
(ACS: 70714)

Registered Office Address:
202, Kusal Bazar, 32-33, Nehru Place,
New Delhi, South Delhi-110019
CIN: U29299DL2008PTC453099
E-mail: 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. 2nd Extra-ordinary General Meeting ("EGM") of the Members of **Imperial Martor Engine Tubes Private 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) in the meeting 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.
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 must 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. **The Proxy Form (MGT-11) is enclosed herewith.**
5. The additional relevant details as per Secretarial Standard (SS-2) 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.
6. 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.
7. 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.
8. 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.
9. 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.
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. Your Company is a 100% wholly owned subsidiary company of Imperial Auto Industries Limited, having six (6) nominee shareholders. They are registered owners of the shares but



do not hold any beneficial interest therein. However, they are entitled to attend and vote at the meeting.

12. 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. The company does not have any individual shareholders so the nomination facility is not available to the nominee shareholders.
13. Route-map to the venue of the Meeting is provided at the end of the Notice.
14. 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:

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 Martor Engine Tubes Private Limited



Nishant

Nishant
Company Secretary
(ACS: 70714)

Registered Office Address:
202, Kusal Bazar, 32-33, Nehru Place,
New Delhi, South Delhi-110019
CIN: U29299DL2008PTC453099
E-mail: 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 amalgamate 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 objections/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 Martor Engine Tubes Private 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 the Board recommends the Resolution set out at Item No.1 of the Notice for approval of the Members as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 1.

Place: Faridabad
Date: October 17, 2025

By Order of the Board of Directors
For Imperial Martor Engine Tubes Private Limited



Nishant
Nishant
Company Secretary
(ACS: 70714)

Registered Office Address:
202, Kusal Bazar, 32-33, Nehru Place,
New Delhi, South Delhi-110019
CIN: U29299DL2008PTC453099
E-mail: csimperial@impauto.com

ATTENDANCE SLIP

Venue of the meeting : office of Imperial Auto Industries Limited situated at R&D Center, Plot-8/8A, Sector-20B, Faridabad-121001
Date & Time : December 23, 2025 & 12:30 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 2nd Extra-Ordinary General Meeting of the Company will be held at the office of Imperial Auto Industries Limited, R&D Center, Plot No. 8/8A, Sector -20 B, Faridabad-121001 at 12:30 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 2st Extra-Ordinary General Meeting of the Company to be held on Tuesday, December 23, 2025 at 12:30 P.M. (IST) at the office of Imperial Auto Industries Limited, R&D, Center, Plot No. 8/8A, Sector -20 B, Faridabad-121001 and at any adjournment thereof) in respect of such resolution as are indicated below:

S.No.	Resolution	Number of Shares held	For	Against
Special Business				
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").			

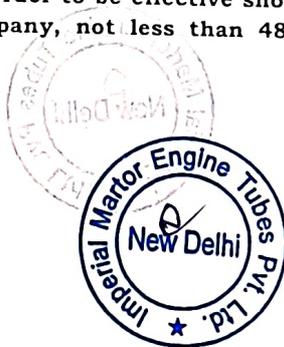
Signature(s) of Member(s)

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

Venue of the EGM: R& D Center Plot -8/8A, Sector-20B, Faridabad-121001

