KHERIA AUTOCOMP LIMITED

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE MEMBERS OF KHERIA AUTOCOMP LIMITED IN THEIR EXTRA ORDINARY GENERAL MEETING HELD ON WEDNESDAY, 30TH DAY OF JULY, 2025 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. B6, B7 & B8, TATA VENDOR PARK, REVENUE SURVEY NO.1, VILLAGE. NORTHKOT PURA, SANAND-382170, GUJARAT, INDIA.

NATURE OF RESOLUTION: SPECIAL RESOLUTION

ITEM NO. 1: LISTING OF EQUITY SHARES OF THE COMPANY THROUGH INITIAL PUBLIC OFFERING:

"**RESOLVED THAT** pursuant to Section 23, Section 62(1)(c) and other applicable provisions if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities Contracts (Regulation) Act, 1956 as amended from time to time and the rules and regulations made thereunder including the Securities Contracts (Regulation) Rules 1957, and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") as amended from time to time, read with the provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreements to be entered into with the respective stock exchanges where the Company's shares are proposed to be listed, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, other guidelines and regulations issued by the Securities and Exchange Board of India (**"SEBI"**), Foreign Exchange Management Act, 1999 as amended from time to time ("**FEMA**"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and the approval to the extent necessary of the Government of India, SEBI, Secretariat of Industrial Approvals (**"SIA"**), the concerned Administrative Ministry/Department empowered to grant government approval for foreign investment under the extant Foreign Direct Investment Policy and FEMA and rules and regulations made thereunder, the Reserve Bank of India (**"RBI"**) and all other concerned statutory and other authorities, if any required, and to the extent necessary such other approvals, consents, permissions sanctions and the like, as may be necessary, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, sanctions and the like, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which shall include a duly authorized Committee thereof for the time being exercising the powers conferred upon it by the Board), consent and approval of the shareholders be and is hereby accorded to the Company to offer, issue and allot up to 46,00,000 (Forty Six Lakh) equity shares of face value Rs. 10/- each for cash at such price including premium, if any, as may be determined, by the Board, at its sole discretion in pursuance of the Book Building mechanism (in accordance with SEBI ICDR Regulations) **("Fresh Issue")** in consultation with the Book Running Lead Manager ("**BRLM**") so appointed, by the Board by way of public offering on the Small and Medium Enterprises segment of an Indian Stock Exchange (the Fresh Issue referred to as "**Issue**") to such categories of investors including foreign/ resident investors, Foreign Portfolio Investors ("**FPIs**"), sub accounts of eligible FPIs, Foreign Venture Capital Investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, Qualified Institutional Buyers, Retail Individual Investors, Non-Institutional Investors, Bodies Corporate, any other company/companies, Private or Public or other body corporate(s) or entities/authorities whether incorporated or not, eligible employees and/or workers of the Company and/or its subsidiaries, business associates of the Company and general public, bodies corporate, companies (private or public) or other entities, authorities, and such other persons in one or more combinations thereof and/or any other categories of investors, whether they be holders of equity shares of the Company or not, or to one or more of the aforesaid categories of persons (to the exclusion of one or more of the other categories of investors) and such other persons in one or more combinations thereof, and/ or any other categories of investors, including Pre-IPO investors ("**Pre-IPO investors**") and anchor investors, as defined under the SEBI ICDR Regulations ("**Anchor Investors**") ("**Initial Public Offer**" or "**IPO**"), which shall include, reservation of a certain number of equity shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "**Reservation**"), the price including the premium to be determined through the book building process, in one or more tranches and in the manner, and on the terms and conditions as the Board or a Committee constituted thereof may, in its absolute discretion, decide, in consultation with the BRLM, by issue of the Red Herring Prospectus and any other issue documents, whether the price at which the equity shares are to be issued, at par or at premium and whether for cash or other consideration, including such differential prices to retail individual investors or employees/discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board in consultation with the BRLM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the equity shares on the stock exchanges as may be decided by the Board from time to time.

"**RESOLVED FURTHER THAT** such of these equity shares may also be issued to Pre-IPO/Anchor Investors or to any category(ies) of persons in any reservation as may be permissible in accordance with the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines in such manner and on such terms as the Board or a Committee constituted thereof, in its absolute discretion may think most beneficial to the Company including without limitation, to negotiate, finalize and execute any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing."

"**RESOLVED FURTHER THAT** such of these equity shares to be issued as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion may think most beneficial to the Company including offering or placing them with Banks/Financial Institutions/ Investment Institutions/ Mutual Funds/ Foreign Institutional Investors/ Bodies Corporate/ such other persons or otherwise as the Board may in its absolute discretion decide, subject to SEBI ICDR Regulations and other regulations, as applicable."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute the Issue Document, Form of Application, appointment of Book Running Lead Manager(s), Registrar to the Issue, Share Transfer Agent, Bankers to the Issue, Depository Participant, custodians, Legal Advisors to the Issue, and other intermediaries as specified in the applicable laws, rules, regulations and guidelines, for the time being in force, and as may be deemed necessary to carry out/settle any question arising out of or in relation to the proposed Issue, enter into stand-by-arrangement with Brokers/Bankers/Merchant Bankers for the whole or the part of the Issue and on such terms and conditions within the broad framework of parameters as prescribed by the concerned Authorities, and do all such acts, deeds and things as it may, in its absolute discretion, deem necessary and settle any or all matters arising with respect to the Issue, allotment and utilization of the proceeds of the issue of equity shares and further do all such acts, deeds and things and finalize and execute all such deeds, documents, agreements and writings, and such other activities as may be necessary for the purpose of giving effect to all the resolutions pertaining to the proposed IPO, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or such Committee thereof as the Board may constitute in this regard."

"**RESOLVED FURTHER THAT** in terms of the Act and all other applicable provisions of the Act, the SEBI ICDR Regulations and other applicable laws, regulations, policies or guidelines, the Board be and is hereby authorized at its option to make an allotment of not more than 1% of the net offer to public for the purpose of making allotment in minimum lots, in case of oversubscription".

"**RESOLVED FURTHER THAT** the Board or a Committee constituted thereof as the Board may constitute in this regard, be entitled to vary, modify, or alter any of the foregoing terms and conditions, to conform to those as may be approved by the SEBI, or any other appropriate authorities/ and department(s) or the stock exchanges."

"**RESOLVED FURTHER THAT** for the purpose of undertaking the IPO and/or to give effect to the above, the Board or a Committee constituted thereof be and is hereby authorized to do all such acts, things or deeds as may be necessary for the issuance and allotment of the said equity shares and to take such action or give such directions as may be necessary or desirable, and to accept any modifications in the proposal and terms of the Issue, including the price of the equity shares to be so issued, as may be considered necessary by the Board or as may be prescribed in granting approvals to the Issue and which may be acceptable to the Board and to decide the Basis of Allotment and, settle any question or difficulty that may arise in regard to the Issue and Allotment of the equity shares"

"**RESOLVED FURTHER THAT** the Board or such other Committee thereof as the Board may constitute in this regard, be and are hereby authorized to do all or any of such acts, deeds, matters and things as it may in its discretion deem necessary or desirable for such purpose including without limitation to enter into escrow, sponsor, underwriting, marketing, depository and any other arrangements or agreements deemed necessary by virtue of the proposed IPO, with one or more intermediaries and to appoint and remunerate such intermediaries or agencies by way of commission, brokerage, fees or the like and also to seek the listing of such securities on stock exchanges in India with the power to act on behalf of the Company and to settle such question, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its discretion deem fit."

"**RESOLVED FURTHER THAT** the equity shares to be so issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing equity shares of the Company, save and except that the said new equity shares shall be entitled to such payment of dividend as may be declared at any time after allotment thereof on the amount paid up thereon on pro rata basis with the existing shares of the Company."

"**RESOLVED FURTHER THAT**

a) all monies received by the Company out of the Issue and allotment of the equity shares to the public shall be transferred to a separate bank account in a scheduled bank as referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

b) details of all monies utilized out of the Issue as referred to above shall be disclosed and continued to be disclosed until the time any part of the Issue proceeds remains unutilized under an appropriate separate head in the balance sheet of the Company indicating the purpose for which such monies had been utilized; and

c) details of all unutilized monies out of the Issue, if any, as referred to above shall be disclosed under an appropriate separate head in the balance sheet of the Company indicating the form in which such unutilized monies have been invested"

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things necessary under applicable provisions of laws, rules and regulations and subject to approvals, consents, permissions and sanctions from any authority/ies for the listing of equity shares on one or more Stock Exchanges in India, and to enter into agreements, deeds, documents and/or incur costs in connection with the said listing, and to enter into depository arrangements to enable members of the Company to trade in equity shares in a dematerialized form with regard to any such issue or allotment as it may in its absolute discretion deem fit and all such other acts necessary for the listing without being required to seek any further consent or approval of the members."

"**RESOLVED FURTHER THAT** the Board may authorize the Committee to take decisions with regard to the IPO as it may, in its absolute discretion deem fit and proper in the interest of the Company, without requiring any further approval of the shareholders of the Company."

"**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to an IPO Committee of the Company or any other officer or officers of the Company to give effect to the aforesaid resolutions."

KHERIA AUTOCOMP LIMITED

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Mr. Tara Chand Kheria (DIN: 00165643), Director and/or Mr. Vinay Kheria (DIN: 00165718), Managing Director of the Company be and are hereby jointly and severally authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto."

Certified True Copy,
For KHERIA AUTOCOMP LIMITED

Tarachand Kheria

TARA CHAND KHERIA
DIRECTOR
DIN: 00165643

KHERIA AUTOCOMP LTD. B6, B7, B8, TATA VENDER PARK, SANAND

Date: 30th July, 2025
Place: Sanand

Plot No B6, B7 & B8, Tata Vendor Park, Revenue Survey No1, Village Northkot Pura, Taluka: Sanand, Dist: Ahmedabad (Guj) Pin - 382170 Phone : +91 9714297279
E-mail : info@kheria.com Website : www.kheria.com
CIN : U35923GJ2009PLC058554

KHERIA AUTOCOMP
LIMITED

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE MEMBERS OF KHERIA AUTOCOMP LIMITED IN THEIR EXTRA ORDINARY GENERAL MEETING HELD ON WEDNESDAY, 30TH DAY OF JULY, 2025 AT 11:00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. B6, B7 & B8, TATA VENDOR PARK, REVENUE SURVEY NO.1, VILLAGE. NORTHKOT PURA, SANAND-382170, GUJARAT, INDIA.

NATURE OF RESOLUTION: SPECIAL RESOLUTION

ITEM NO. 3: INCREASE IN LIMIT FOR TOTAL HOLDINGS BY REGISTERED FOREIGN PORTFOLIO INVESTORS IN THE COMPANY:

"**RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999, as amended by the Companies Act, 2013, as amended, the Consolidated Foreign Direct Investment Policy of 2020, as amended ("FDI Policy"), FEMA (Non-debt Instruments) Rules, 2019, as amended and Master Directions on Foreign Investment in India dated January 4, 2018, as amended and read with the various policy pronouncements after the date of such Policy and all other applicable laws, rules, regulations, guidelines circulars and notifications (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of and/or filings with the Government of India, the Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")** and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, and with the provisions of the Memorandum of Association and Articles of Association of the Company, consent and approval of the shareholders of the Company be and is hereby accorded, for increasing the total holding of all Registered Foreign Portfolio Investors **("RFPI")** put together to 100% from 24% of the paid-up capital."

'**RESOLVED FURTHER THAT** Mr. Tara Chand Kheria (DIN: 00165643), Director and/or Mr. Vinay Kheria (DIN: 00165718), Managing Director be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions including making applications and intimating RBI and all other concerned statutory and other authorities, if any required with respect to increase in limit of total holding by RFPIs."

Certified True Copy,
For KHERIA AUTOCOMP LIMITED

TARA CHAND KHERIA
DIRECTOR
DIN: 00165643
Date: 30th July, 2025
Place: Sanand

KHERIA AUTOCOMP LTD. B6,B7,B8, TATA VENDER PARK, SANAND

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NATURE OF RESOLUTION: SPECIAL RESOLUTION

ITEM NO. 2: INCREASE IN LIMIT FOR TOTAL HOLDINGS BY NON-RESIDENT INDIANS AND/OR OVERSEAS CITIZENS OF INDIA ON REPATRIATION BASIS IN THE COMPANY:

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999, as amended, Companies Act, 2013, as amended, the Consolidated Foreign Direct Investment Policy of 2020, as amended ("FDI Policy"), FEMA (Non-debt Instruments) Rules, 2019, as amended, Master Directions on Foreign Investment in India dated January 4, 2018, as amended, read with various policy pronouncements after the date of such Policy and all other applicable laws, rules, regulations, guidelines circulars and notifications (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approvals, consents, sanctions and permissions of and/or filings with the Government of India, the Reserve Bank of India **("RBI")**, the Securities and Exchange Board of India **("SEBI")** and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like and read with the provisions of the Memorandum of Association and Articles of Association of the Company, consent and approval of the shareholders of the Company be and is hereby accorded for increasing the total holding of all Non-Residential Indians ("NRIs") and/or Overseas Citizens of India ("OCI") on repatriation basis to 24% from 10% of the paid-up capital."

RESOLVED FURTHER THAT Mr. Tara Chand Kheria (DIN: 00165643), Director and/or Mr. Vinay Kheria (DIN: 00165718), Managing Director be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things and sign and execute such documents and writs and give such directions including making applications and intimating RBI and all other concerned statutory and other authorities, if any required with respect to increase in limit of total holding by NRIs and/or OCI."

Certified True Copy,
For KHERIA AUTOCOMP LIMITED

Taracharalkheri

KHERIA AUTOCOMP LTD. B6, B7, B8, TATA VENDER PARK, SANAND

TARA CHAND KHERIA
DIRECTOR
DIN: 00165643
Date: 30th July, 2025
Place: Sanand

Plot No B6, B7 & B8, Tata Vendor Park, Revenue Survey No1, Village Northkot Pura,
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EXPLANATORY STATEMENT
(Pursuant to section 102 of the Companies Act, 2013)

CERTIFIED TRUE COPY OF EXPLANATORY STATEMENT OF THE RESOLUTION PASSED BY THE MEMBER IN THE EXTRA ORDINARY GENERAL MEETING HELD ON WEDNESDAY, 30TH JULY, 2025 AT THE REGISTERED OFFICE OF THE COMPANY.

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under accompanying Notice:

Item No. 1, 2 & 3:

The Company intends to conduct a public issue of up to 46,00,000 (Forty-Six lakh) equity shares, each with a face value of ₹10, through an Initial Public Offering (IPO) on EMERGE platform of National Stock Exchange of India Limited ("**NSE EMERGE**") or SME platform of BSE Limited **("BSE SME")**. The price per share will be determined by the Company in consultation with the book-running lead manager (BRLM) appointed for the issue, following the Book building process in accordance with SEBI ICDR Regulations or other applicable laws. The shares may be issued at a premium or discount, as allowed by law, and the final price will be decided in consultation with the BRLMs. The issue will be from the Company's authorized share capital and can be offered to any eligible persons under applicable laws, whether or not they are existing shareholders, as decided by the Board.

The Equity Shares allotted shall rank in all respects pari passu with the existing Equity Shares of the Company. The Company at the discretion of the Board of Directors of the Company ("Board") undertake the issue and list its Equity Shares at an opportune time in consultation with BRLM and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

The Board at its meeting held on 26th July, 2025 approved the IPO, subject to the approval of the members of the Company with respect to the IPO, the Company will be required to file a draft red herring prospectus (the "DRHP") with the Stock Exchanges, and subsequently file a red herring prospectus (the "RHP") with the Registrar of Companies, Ahmedabad ("RoC") and thereafter with SEBI, and the stock exchange and file a prospectus with the RoC and thereafter with SEBI and the stock exchange in respect of the issue (the "Prospectus", and together with the DRHP and the RHP, the "Issue Documents"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the "Companies Act") and other applicable laws.

Material information pertaining to the offer is as follows:

(i) Issue Price:

The price at which the Equity Shares will be allotted shall be determined and finalized by the Company in consultation with the BRLM and in accordance with the SEBI ICDR Regulations, on the basis of the book building offer.

(ii) The object(s) of the issue:

The proceeds of the issue are to be utilized for the purposes that shall be disclosed in the issue documents. The Board has the authority to modify the above objects on the basis of the requirements of the Company, in accordance with applicable laws.

(iii) (Intention of Directors/Key management personnel to subscribe to the issue:

The Company has not made and will not make an issue of Equity Shares to any of the promoters, promoter group, directors, or key managerial personnel and senior managerial personnel. However, the directors (other than directors who are also promoters or a part of the promoter group) or the key managerial personnel and senior managerial personnel may apply for Equity Shares in the various categories under an issue in accordance with the SEBI ICDR Regulations.

The Equity Shares are proposed to be listed on with the NSE Emerge/ BSE SME as may be decided by the Board.

Further in continuation of the above and under the FEMA (Transfer or Issue of Security by a Person Resident Outside India), 2019 as amended from time to read with Master Circular on Foreign Investment it is proposed to increase the total holding of all Foreign Institutional Investors ("FII")/ SEBI approved sub accounts of FIIs to 100% from 24% of the paid-up capital and to increase the total holding of all Non-Residential Indians ("NRIs") to 24% from 10% of the paid-up capital.

The Board recommends the Special Resolution set out at Item No. 1, 2 & 3 of the Notice for approval by the members.

KHERIA AUTOCOMP LIMITED

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1, 2 & 3 to this Notice except to the extent of their shareholding in the Company.

CERTIFIED TO BE TRUE,
For KHERIA AUTOCOMP LIMITED

TARACHAND KHERIA
DIRECTOR
DIN: 00165643

KHERIA AUTOCOMP LTD. B6, B7, B8, TATA VENDER PARK, SANAND

Date: 30th July, 2025
Place: Sanand

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