



NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (“EGM” or “MEETING”) OF THE MEMBERS OF AUTORIDERS INTERNATIONAL LIMITED (“COMPANY”) WILL BE HELD ON SATURDAY, 9th NOVEMBER 2024 AT 11:00 A.M (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. **TO CREATE, OFFER, ISSUE, AND ALLOT EQUITY SHARES ON A PREFERENTIAL BASIS.**
To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”) as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“LODR Regulations”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, the uniform listing agreement entered into by the Company with **BSE Limited** (hereinafter referred as “BSE”) where the equity shares of the Company having face value of Rs.10/- (Rupees Ten only) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the SEBI, the BSE and/ or any other competent authorities (hereinafter collectively referred to as (“Regulatory Authorities”) from time to time, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as (“Board”) which term shall be deemed to mean and include one or more Committee(s) already constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis, in one or more tranches, 90,000 (Ninety Thousand) fully paid-up Equity Shares of the Company having face value of Rs.10/- (Rupees Ten only) each, at a price of Rs.999/- (Rupees Nine Hundred and Ninety-Nine only) per Equity Share, including a premium of Rs.989/- (Rupees Nine Hundred and Eighty-Nine only) per Equity Share, aggregating to Rs.8,99,10,000/- (Rupees Eight Crores Ninety-Nine Lakhs Ten Thousand Only) which is not less than the floor price determined in accordance with Chapter V of the ICDR



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Regulations (“Subscription Shares” and this offer the “Preferential Allotment”) being the price determined in accordance with Chapter V (Preferential Issue) of the ICDR Regulations, in such a manner and on such terms and conditions, as may be approved or finalized by the Board, to the following allottees (“Proposed Allottees” and such issue, the “Preferential Issue”) as detailed herein below:

Sr. No.	Name of the proposed allottee	Status & Category of Investor	Maximum Number of Equity Shares to be issued and allotted	Consideration (Rs.)
1.	Gunavanth Kumar G HUF	HUF	6469	64,62,531/-
2.	Prakash Chand G HUF	HUF	6469	64,62,531/-
3.	Sandeep Bhandari	Individual (Public)	2875	28,72,125/-
4.	Ramanlal Bhanwarlal Golecha	Individual (Public)	2780	27,77,220/-
5.	Prashant Mishra	Individual (Public)	1438	14,36,562/-
6.	Shagun Capital Venture	AIF/VCF	2780	27,77,220/-
7.	Malav Prakashkumar Shah	Individual (Public)	1438	14,36,562/-
8.	Konark Tiwari	Individual (Public)	1532	15,30,468/-
9.	Sarvesh Tiwari	Individual (Public)	1531	15,29,469/-
10.	Akilandeswari S Selvamurthy	Individual (Public)	1438	14,36,562/-
11.	Mukul Mahavir Agarwal	Individual (Public)	61250	6,11,88,750/-
	Total		90,000	8,99,10,000/-

RESOLVED FURTHER THAT in accordance with the provisions of Part IV of Chapter V of the ICDR Regulations and other applicable laws, the “Relevant Date” for determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is 10th October 2024, being the working day preceding 30 days before the date of the Extra-ordinary General Meeting.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to Proposed Allottee under the Preferential Allotment shall be



subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

1. The Subscription Shares to be issued and allotted shall be fully paid up and rank *pari-passu* with the existing Equity Shares of the Company in all aspects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
3. The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within 15 (Fifteen) days from the date of passing of this resolution, provided that, where the allotment of the said Subscription Shares is subject to receipt of any approval or permission of any Regulatory Authority (including, but not limited to the Stock Exchanges and/or SEBI) or the Government of India, the issue and allotment shall be completed within 15 (Fifteen) days from the date of receipt of last of such approvals and permissions.
4. The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
5. The Subscription Shares to be allotted to the Proposed Allottee shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
6. The Subscription Shares so offered, issued, and allotted shall not exceed the number of Equity Shares as approved herein above.

Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the



allotment would be made only upon receipt of in-principle approval from the BSE within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) changes, variations, alterations, additions and/or deletions in the terms of the issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Member.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (ii) making applications to the BSE for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the MCA and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the monies received by the Company from the Investors for application of the Subscription Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including the execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.



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RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects”.

By the Order of the Board
Autoriders International Limited

Sd/-
Maneka Mulchandani
Executive Director
DIN: 00491027

Date: 11th October 2024
Place: Mumbai



NOTES:

1. The EGM of the Company is being conducted through VC in compliance with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023, read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, issued by the Securities and Exchange Board of India (collectively referred to as “MCA Circulars”), which details the procedure and manner of holding EGM through VC and provide certain relaxations from compliance with Listing obligations. The registered office of the Company shall be deemed to be the venue for the EGM.
2. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
3. In compliance with the MCA Circulars and the SEBI Circulars, Notice of the EGM is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website <http://www.autoridersrentacar.com/investors.html>, websites of the Stock Exchange, i.e., BSE Limited at <https://www.bseindia.com/> and on the website of National Securities Depository Limited (“NSDL”) <https://www.evoting.nsdl.com/> (agency providing the remote e-voting facility).
4. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on the applicability of Secretarial Standards - 1 and 2, issued by the ICSI, the proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company.
5. Since this EGM is being held through VC/OAVM under the MCA Circulars read with Securities and Exchange Board of India (“SEBI”) circulars issued thereto the physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxy by the members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form, Attendance Slip, and Route Map are not annexed to this Notice.
6. The attendance of Members attending the EGM through VC/OAVM will be counted to reckon the quorum under Section 103 of the Act.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Corporate members intending their authorized representative to attend the EGM are requested to send a duly certified copy of the Board Resolution authorising them to attend and vote through VC/OAVM on their behalf at the EGM by e-mail in advance to complianceofficer@autoriders.in



9. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to complianceofficer@autoriders.in
10. Members who would like to express their views or ask questions during the EGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the EGM at to complianceofficer@autoriders.in
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
12. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.
13. In case a person has become a Member of the Company after dispatch of the EGM Notice but on or before the cut-off date for E-Voting, i.e., Saturday, 2nd November 2024, such person may obtain the User ID and Password from the RTA by email request on evoting@nsdl.co.in, In case the e-mail ID is not registered, such Members are requested to register/update the same with the respective depository participants.
14. Members are requested to notify any correction /change in their name/address including Pin Code number immediately to the Companies Register/ Depository Participant. In the event of the non-availability of the Member's latest address either in the company records or in the Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
15. The Board has appointed Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035 and CP No. 24147), Practicing Company Secretary as the Scrutinizer to the e-voting process and voting at the EGM in a fair and transparent manner.
16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and make a consolidated Scrutinizers report of the total votes cast in favour or against, if any, within prescribed timelines and provide the same to the Chairman of the Company, who shall countersign the same and declare the result thereof.
 - a. The results declared along with the scrutinizer's report shall be placed on the Company's website <http://www.autoridersrentacar.com/investors.html> and the



website of National Securities Depository Limited (“NSDL”) <https://www.evoting.nsdl.com/> and shall also be communicated to the stock exchange. The resolutions shall be deemed to be passed at the EGM.

GENERAL INSTRUCTIONS FOR REMOTE E-VOTING AND THE EGM ARE AS FOLLOWS:

1. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called ‘the Rules’ for this section of the Notice) and Regulation 44 of the SEBI LODR, 2015 and in terms of SEBI Master circular dated 11th July 2023 in relation to e-voting facility provided by Listed Entities, the members are provided with the e-voting facility to exercise votes on the items of business given in the Notice, through the e-voting services provided by NSDL at the EGM.
2. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Saturday, 2nd November 2024, being the cut-off date fixed for determining voting rights of members are entitled to participate in the e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
3. Members can cast their vote through remote e-voting from Wednesday, 6th November 2024 (09:00 a.m.) to Friday, 8th November 2024 (05:00 p.m.). Voting beyond the said date and time shall not be allowed and the remote e-voting facility shall forthwith be blocked.

The details of the process and manner for remote e-voting are explained herein below:

- i. The voting period begins on Wednesday, 6th November 2024 (09:00 a.m.) to Friday, 8th November 2024 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 2nd November 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-Voting system





A) Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access the e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDEAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links to an e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>



	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding



securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your



- email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Meeting on the NSDL e-voting system.

How to cast your vote electronically and join the Meeting on the NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bhaveschhedassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Rahul Rajbhar at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and passwords and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to complianceofficer@autoriders.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Complianceofficer@autoriders.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in to procure user id and password for e-voting by providing above mentioned documents.
4. In terms of the SEBI circular dated December 9, 2020, on the e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access the e-voting facility.



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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-voting on the day of the EGM/AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the EGM/AGM.
3. Members who have voted through Remote e-voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use a Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, and mobile number at complianceofficer@autoriders.in. The same will be replied by the company suitably.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to special businesses mentioned in the accompanying Notice:

Item no.: 1

Under applicable provisions of the Companies Act, 2013, along with the rules made thereunder, read with the ICDR Regulations and the LODR Regulations as amended from time to time, the approval of Members of the Company by way of Special Resolution is required to issue Equity Shares on a preferential basis to the Proposed Allottees belonging to the non-promoter (public) category, in compliance with applicable provisions of the ICDR Regulations.

The following explanatory statement sets out all material facts relating to the special business mentioned under item No. 1 of the accompanying Notice.

Necessary information/details in respect of the proposed Preferential Allotment in the Act and ICDR Regulations and other applicable provisions of law are as follows:

a. Particulars of the offer including date of passing of Board resolution; material terms of issue of securities:

The Board of Directors of the Company had, at its meeting held on 11th October 2024, subject to the approval of the Members of the Company and such other approvals as may be required under the applicable law(s), approved the issuance up to 90,000 (Ninety Thousand) fully paid-up Equity Shares of the Company to Proposed Allottees, by way of a preferential issuance on a private placement basis, at a price of Rs.999/- (Rupees Nine Hundred and Ninety-Nine only) each Equity Share, aggregating to Rs.8,99,10,000/- (Rupees Eight Crores Ninety-Nine Lakh Ten Thousand only), being the price determined in accordance with Chapter V of the ICDR Regulations.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

b. Purpose or Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objectives:

- i) **General Corporate Purpose:** Rs.2,24,00,000/- (Rupees Two Crore Twenty-Four Lakh only) i.e. up to 24.91% (approx.) of the Issue Proceeds will be utilized for a preferential issue related expenses and general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and



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proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

- ii) **Business Expansion:** The Company would like to make an annual investment outlay of Rs. 5,00,00,000/- (Rupees Five Crores only) in procuring movable assets which is being done for the following purpose:

The Company is currently outsourcing 30% of its vehicles' requirement from third party vendors. Though the vendors are vetted for quality service delivery periodically but the Company does not have complete control. The Company plans to decrease this to 20% by adding their own vehicles, which will add 10% to the bottom line.

Quality and compliance helps increase the Company's share with the clients as they keep multiple vendors. Having our own fleet brings in more reliability while increasing revenues.

Fleet churning has been a continuous process while bringing in newer technology vehicles like Electric Vehicles which in turn helps the Company to provide quality services. New revenue streams have been explored like employee transportation with EVs thus contributing to the topline.

- iii) **Repayment of Loan:** Rs. 1,75,10,000/- (Rupees One Crore Seventy-Five Lakh Ten Thousand Only) of the Issue Proceeds will be allocated for repayment of business loans of the Company.

While the amounts proposed to be utilized against each of the objects specified above, there may be a deviation of +/- 10% depending upon future circumstances, in terms of the BSE Notice No. 20221213-47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Issue Proceeds shall be utilized in the manner as specified above, prior to the end of March 2026.

In case of deviation, the amount stated for the objects above shall not be added to the General Corporate Purposes.

The disclosures above are in accordance with the said Notice/Circular and the Company is not required to appoint a credit rating agency as the monitoring agency in this respect as the issue size of preferential issue does not exceed one hundred crore rupees.



Pending utilization of the proceeds from the Preferential Issue, the Company shall invest/deposit such proceeds in Fixed Deposit, Money Market Instruments including Money Market Mutual Funds, Deposits in scheduled commercial banks or any other investment as permitted under applicable laws.

c. Kinds of securities offered the maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot up to 90,000 (Ninety Thousand) fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten only) each of the Company at a price of Rs.999/- (Rupees Nine Hundred Ninety-Nine only) (including a premium) per Equity Share, aggregating up to Rs. 8,99,10,000/- (Rupees Eight Crore Ninety-Nine Lakhs Ten Thousand Only).

d. Basis or justification on which the price (including premium, if any) has been arrived at along with the report of the registered valuer:

The Equity Shares of the Company are listed on BSE Limited (“BSE”) (referred to as “Stock Exchange”). The Equity Shares of the Company are infrequently traded within the meaning of the explanation provided in Regulation 164 (5) of Chapter V of the SEBI (ICDR) Regulations, 2018. The price is determined in compliance with Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018.

In terms of Regulation 166A of ICDR Regulations, the Company may issue & allot Equity Shares more than five percent of the post-issue fully diluted share capital of the Company. Hence the Company has obtained the Valuation Report from the Independent Registered Valuer FCA Payal Gada, having Registration no. IBBI/RV/06/2019/11170 under the Securities or Financial Assets category. As per the Valuation Report, the floor price per equity share of the Company is Rs.985.33/-. A copy of the Valuation Report is available on the website of the Company at <http://www.autoridersrentacar.com/investors.html>.

In terms of the ICDR Regulations, the floor Price for the preferential issue, under Regulation 166A and the pricing guidelines under Regulation 165, as at Relevant date, is summarized as under-

Particulars	Unit	Reference	Value
Floor Price as Regulation 165	INR Per Share	A	985.33
Fair Value (Price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the Issuer)	INR Per Share	B	985.33
Floor Price per share as per Regulation 166(A)(1)	INR Per Share	C = Max of A and B	985.33

The Floor price is determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company do not provide for any specific



method of determination for the valuation of shares which results in a floor price higher than the determined price under ICDR Regulations.

The price per Equity Share to be issued under the Preferential Issue is fixed at Rs.999/- (Rupees Nine Hundred Ninety-Nine only) per Equity Share, being a price that is not less than the floor price computed under Chapter V of the ICDR Regulations.

e. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is 10th October 2024, being the working day preceding 30 days before the date of the Extra-ordinary General Meeting i.e., 9th November 2024.

f. Amount which the Company intends to raise by way of such securities/ size of the issue:

The proposed issue size is up to Rs. 8,99,10,000/- (Rupees Eight Crore Ninety-Nine Lakh Ten Thousand only).

g. Principal terms of assets charged as securities:

Not applicable

h. Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The Preferential Issue, if approved, is proposed to be made to (Individuals/HUF/AIF/VCF/Body Corporate) proposed allottees, which is neither a promoter nor a related party of the Company, as per the Act, LODR Regulations, and the ICDR Regulations and such status remain the same post the Preferential Allotment of Subscription Shares. All the proposed allottees have a Valid PAN.

i. Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the promoters, directors, key managerial personnel, or senior management of the Company has provided intention to subscribe to any of the Subscription Shares proposed to be issued under the Preferential Allotment.

j. Contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of objects:

As no subscription is being made by promoter or director of the Company in the Preferential Allotment, no contribution is being made by them, as part of the Preferential Allotment.

k. Timeframe/ proposed time schedule, within which the Preferential Issue/allotment shall be completed:

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within 15 days from the date of passing of resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission



from any regulatory or statutory authority, the allotment shall be completed within 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares to be allotted shall be required to be listed on BSE Limited, which requires in-principle approval of BSE Limited, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the Regulatory Authorities or the Stock Exchanges, whichever is later.

1. Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees:

The details are provided in below table:

Sr. No.	Name of the proposed allottee	Status & Category of Investor	Name of natural persons who are ultimate beneficial owners	Pre-preferential issue shareholding		Maximum Number of Equity Shares to be issued and allotted
				No. of Shares	% of total Equity	
1.	Gunavanth Kumar G HUF	HUF	N.A.	0	0	6469
2.	Prakash Chand G HUF	HUF	N.A.	0	0	6469
3.	Sandeep Bhandari	Individual (Public)	N.A.	0	0	2875
4.	Ramanlal Bhanwarlal Golecha	Individual (Public)	N.A.	0	0	2780
5.	Prashant Mishra	Individual (Public)	N.A.	0	0	1438
6.	Shagun Capital Venture	AIF/VCF	N.A.	0	0	2780
7.	Malav Prakashkumar Shah	Individual (Public)	N.A.	0	0	1438
8.	Konark Tiwari	Individual (Public)	N.A.	0	0	1532`
9.	Sarvesh Tiwari	Individual (Public)	N.A.	0	0	1531
10.	Akilandeswari S Selvamurthy	Individual (Public)	N.A.	0	0	1438
11.	Mukul Mahavir Agarwal	Individual (Public)	N.A.	0	0	61250
	Total					90000



m. Percentage of post-preferential offer capital that may be held by the Proposed Allottee:

Details of shareholding of the proposed allottees in the Company, before and after the proposed Preferential Issue, are as under:

Sr. No.	Name of the proposed allottee	Status & Category of Investor	Pre-preferential shareholding		Post-preferential shareholding	
			No. of Shares	% of total Equity	No. of Shares	% of total Equity
1.	Gunavanth Kumar G HUF	HUF	0	0	6469	1.32%
2.	Prakash Chand G HUF	HUF	0	0	6469	1.32%
3.	Sandeep Bhandari	Individual (Public)	0	0	2875	0.59%
4.	Ramanlal Bhanwarlal Golecha	Individual (Public)	0	0	2780	0.57%
5.	Prashant Mishra	Individual (Public)	0	0	1438	0.29%
6.	Shagun Capital Venture	AIF/VCF	0	0	2780	0.57%
7.	Malav Prakashkumar Shah	Individual (Public)	0	0	1438	0.29%
8.	Konark Tiwari	Individual (Public)	0	0	1532	0.31%
9.	Sarvesh Tiwari	Individual (Public)	0	0	1531	0.31%
10.	Akilandeswari S Selvamurthy	Individual (Public)	0	0	1438	0.29%
11.	Mukul Mahavir Agarwal	Individual (Public)	0	0	61250	12.50%
	Total				90,000	18.36%

n. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares. However, there will be dilution in the shareholding percentage of Promoters and Promoter Group consequent to the proposed Preferential Issue of Equity Shares. The percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issue.

o. Valuation and justification for the allotment proposed to be made for consideration other than cash:



Not Applicable.

p. Listing:

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing the Equity Shares proposed to be issued by the Company through this preferential allotment. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

q. No. of persons to whom allotment on a preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2024-25.

r. Lock-in Period:

The Equity Shares to be allotted on a preferential basis shall be locked in for such period as specified under Regulations 167 of the ICDR Regulations.

s. Undertaking:

As the Equity Shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required.

If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked in till the time such amount is paid.

t. Shareholding pattern of the Company before and after the Preferential Issue:

Category	Pre preferential issue (As on the 11.10.2024)		Post preferential issue	
	No. of Equity Shares	% of total Equity (%)	No. of Equity Shares	% of total Equity (%)
Promoters and Promoter Group (A)	350000	71.40	350000	60.33
Public (B)	81632	16.66	168852	29.11
Clearing member (C)	0	0	0	0
Corporate Bodies (D)	58508	11.94	61288	10.56
Foreign Portfolio Investor (E)	0	0	0	0
Corporate Category I Non-Resident Investor (F)	0	0	0	0
Grand Total	490140	100.00	580140	100



(A) + (B) + (C) + (D) + (E) + (F)				
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u. Certificate from Practicing Company Secretary:

The certificate from Mr. Bhavesh Chheda, Proprietor of M/s. Bhavesh Chheda & Associates (Membership No. A48035 and CP No. 24147), Practicing Company Secretary, certifying that the proposed Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link <http://www.autoridersrentacar.com/investors.html>.

v. Other Disclosures:

The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

- The Proposed Allottees have confirmed that it has not sold any Equity Shares during the 90 trading days preceding the Relevant Date.
- Neither the Company nor any of its directors or promoters are categorized as a fraudulent borrower as defined under the ICDR Regulations.
- The Company hereby undertakes that neither the Company's name nor any of its Promoters or Directors name is appearing in the list of wilful defaulters categorized by any Bank or Financial Institution (as defined under the Companies Act, 2013) or consortium thereof in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India nor have they been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.
- The Board of Directors has approved the aforesaid Preferential Issue of Equity Shares at its Meeting held on 11th October 2024.
- Prior to the aforesaid Preferential Issue, as proposed, the Company has not made any Preferential issuance to any person or entity, during the year.
- No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.
- The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the uniform listing agreement with the Stock Exchange(s) where the Equity Shares of the Company are listed.
- The Company has not bought back any of its Equity Shares.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on a preferential basis during the current financial year 2024-2025 and the previous financial year 2023-2024.
- Proposed Allottee does not hold any shares of the Company before the date of this Notice, hence lock-in of pre-allotment holding is not applicable.
- The Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended, (the "SCRR") and Regulation 38 of LODR, 2015.
- The Company has received the Permanent Account Numbers of the proposed allottee.



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In terms of Sections 23, 42, and 62(1)(c) of the Companies Act, 2013, approval of the Members by way of a Special Resolution is required to issue the Equity Shares through a Preferential Issue, on a private placement basis, hence the approval of the Members is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Subscription Shares pursuant to the Preferential Issue would be subject to the limit of the authorized share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as Members in general, in the said resolution.