

Auma India Private Limited

(CIN No : U74999KA1983PTC005412)

Regd. Office: Plot No. 38-A & 39-B, Phase II

Peenya Industrial Area, Bangalore – 560058,

Tel: +91-80-28394365 Fax: +91-80-28392809

e-mail: nikhil@auma.co.in

website: www.auma.co.in

**NOTICE OF THE 01ST/2020-2021 EXTRA ORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting (1st/2020-2021) of the members of Auma India Private Limited to be held at shorter notice by physical as well as electronic mode at the registered office of the Company at Plot No.39-B, Phase-2, Peenya Industrial Estate, Bangalore-560058 on 22nd May, 2020 at 3.00 PM to transact the business as specified in the agenda enclosed herewith.

It is hereby informed that, members, auditors and directors can participate through Electronic Mode (Webex) and the required information about the access of such facility is given in Annexure-A.

SPECIAL BUSINESS:

- 1. Approval of Scheme of Amalgamation of Auma Drives India Private Limited with Auma India Private Limited under Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:**

To consider and if thought fit to pass, with or without modification, the following resolution with requisite majority:

“RESOLVED THAT pursuant to the provisions of section 233 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification or re- enactment thereof for the time being in force), enabling provisions of Memorandum of Association of the Company and subject to approval of the Regional Director, South East Region, Hyderabad, and subject to requisite approvals, permissions and sanctions, consents, observations, no objections, and subject to such conditions and modifications as may be prescribed or imposed by the Registrar of Companies, Karnataka, Bengaluru, The Official Liquidator or such other competent authority as may be applicable, while granting such approvals, permissions and sanctions, consents, observations, no objections, which may be agreed by the Company, the draft Scheme of Amalgamation produced at the meeting duly initialed by the Chairman for the purpose of identification, be and is hereby approved unanimously for the purpose of Merger of Auma Drives India Private Limited (the

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Transferor Company) with its holding Company Auma India Private Limited (the Transferee Company) with effect from 01/04/2019 being the appointed date.”

“RESOLVED FURTHER THAT the members be and is hereby approved for the increase of authorized share capital pursuant to the Scheme and automatically upon registration of the Scheme, the Authorized Share Capital of the Transferee Company shall be Rs.7,00,00,000/- (Rupees Seven Crore) consisting of 70,00,000 (Seventy Lakh) Equity Shares of Rs.10/- (Rupees Ten) each and further authorizes and approves the alterations to the Memorandum of Association of the Transferee Company to reflect such increased authorized share capital and the fee, if any, paid by the Transferor Company on its Authorized Capital prior to its merger or amalgamation with the Transferee Company shall be set-off against the fees payable by the Transferee Company on its Authorized Capital enhanced by the merger or amalgamation.”

“RESOLVED FURTHER THAT since the entire share capital of Transferor Company is held by the Transferee Company and as the Transferor Company is a Wholly Owned Subsidiary of the Transferee Company, the investment made in shares of Transferor Company by Transferee Company shall be cancelled and extinguished on merger or amalgamation and there shall not be any issue of shares by the Transferee Company to any person under the Scheme.”

“RESOLVED FURTHER THAT on registration of the Scheme by the Regional Director, South Eastern Region, Hyderabad, amount of unsecured loans payable by the Transferor Company to the Transferee Company shall be cancelled and extinguished.”

“RESOLVED FURTHER THAT Mr. Arvind Kumar Goel, (DIN: 00050867) Director of the Company, be and is hereby authorized to monitor the process of all actions connected with the Scheme and to deal with all the matters connected, consequential and incidental to procuring sanction, implementation and execution of the Scheme and in particular, take all necessary steps in order to:

- a. File the Scheme and/ or any other information or documents/ details with the Registrar of Companies, Bengaluru, the Official Liquidator, Bengaluru, the Regional Director, South East Region, Hyderabad and any other regulatory authority or agency (wherever

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applicable) in order to obtain approval or sanction of the Scheme or for giving effect thereto.

- b. Prepare and file affidavits, petitions, pleadings, applications, vakalatnama or any other proceedings, incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsel, Advocates, Solicitors, Chartered Accountants, Practicing Company Secretaries, and other professionals, and sign and issue public advertisements and notices if required.
- c. Sign all applications, petitions, documents relating to the Scheme or delegate such authority to another person by a valid Power of Attorney or other appropriate authorization.
- d. Settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution.
- e. Make such alteration or changes or modifications in the said draft Scheme of Amalgamation as approved in this meeting, as may be expedient or necessary for satisfying the requirement of the concerned statutory authority, as applicable.
- f. Do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.”

“RESOLVED FURTHER THAT Mr. Vijay Kumar Sajjan,(FCS:8629; CoP:9888) and Mr. Sumant Govind Hegde (ACS:54894; CoP:21926), Company Secretaries in practice are hereby severally appointed as the Authorised Representatives of the Company for all matters relating to the aforesaid Scheme of Amalgamation and they are further jointly/severally authorized to appear before the Regional Director, South East Region, Hyderabad and any other statutory or regulatory authority in this regard and to submit any application, declaration, affidavit, confirmation, statement and to receive summons, notices, orders or directions from the Regional Director, South East Region, Hyderabad or any other statutory or regulatory authority for and on behalf of the Company.”

“RESOLVED FURTHER THAT any of the Directors be and is hereby authorized to provide certified true copy of the resolution whenever and wherever the same is demanded for execution of the above resolution.”

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By Order of the Board

Auma India Private Limited

ARVIND KUMAR GOEL

MANAGING DIRECTOR

DIN: 00050867

C 501, RENAISSANCE TEMPLE BELLS 25/1,
INDUSTRIAL SUBRUB, OPPOSITE ISKON WOC ROAD
YESWANTHPURA, BANGALORE- 560022, KARNATAKA

Date: 21st May, 2020

Place: Bengaluru

Notes:

- a. *Members, directors and auditors who desire to participate through Electronic Mode may send their confirmation in this regard to Mr. Nikhil Chandrakant Patil, Head – Finance & Accounts at Email Id: Nikhil@auma.co.in, on or before 21/05/2020 by 5.00 PM IST to enable to make necessary arrangements.*

Further, in case of any technical assistance is required to get access to the meeting and also during the meeting, the members, directors and auditors are requested to contact Mr. Nikhil Chandrakant Patil, Head – Finance & Accounts. The contact details are as follows:

Name: Mr. Nikhil Chandrakant Patil,

Designation - Head – Finance & Accounts

Email Id - Nikhil@auma.co.in

Phone No-9980232761

- b. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

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However, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.

However, as per the General Circular No.14/2020 dated 8th April, 2020, the facility relating to appointment of proxies are not available to the members who are attending through video conferencing mode.

- c. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting.
- d. Proxy if any, shall not have the right to speak at such meeting and shall not be entitled to vote except on a poll.
- e. Members are requested to fill the required details and affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall.

However, as per the General Circular No.14/2020 dated 8th April, 2020, the members who are attending through video conferencing mode are not required to submit the attendance slip to the company.

- f. Corporate shareholders and other incorporated bodies' shareholders inter alia. Trust, HUF, etc. intending to send their authorized representative to attend the meeting are requested to bring a duly certified true copy of resolution of the board of directors/power of attorney, authorizing such person to attend and vote on its behalf at the meeting, pursuant to Section 113 of the Companies Act, 2013.
- g. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- h. Members can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013 by nominating, in Form SH-13, as prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, any person to whom their shares shall vest on occurrence of events stated in the said Form. Form SH-13 is to be submitted in duplicate.
- i. An explanatory statement pursuant to Section 102 of the Companies Act 2013, relating to special business is annexed hereto.

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- j. All the documents and papers which are relevant to this resolutions shall be made available to the members on their request for inspection through electronic mode.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013:**Agenda No. 1:-**

Auma Drives India Private Limited (“the Transferor Company) is the 100% subsidiary of Auma India Private Limited (“the Transferee Company) and both the companies are engaged in similar line of business. Therefore in order to consolidate the operations in the Transferee Company as well as eliminate the duplication of various processes, it is proposed to amalgamate the Transferor Company by way of the present Scheme of Amalgamation into the Transferee Company. The rationale is further dealt with in detail in the proposed Scheme of Amalgamation, a copy of which is enclosed and circulated along with the Notice.

Further, the Board of Directors of your Company at its meeting held on 19/12/2019, approved for amalgamation of the Transferor Company with the Transferee Company and also approved the draft Scheme of Amalgamation. Pursuant to Section 233 of the Companies Act, 2013, the said Scheme shall also be approved by the members of both the transferor and transferee company with requisite majority. Hence, the Board of directors of the Transferee Company proposed the resolution as mentioned in the Notice of Extraordinary General Meeting and request the members to consider the same and accord your approval in the interest of the Company by passing the resolution as required under Section 233(1)(b) of the Companies Act, 2013.

The directors of your Company may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding or to the extent the said directors are common Directors in both Companies and Mr. Arvind Kumar Goel is interested to the extent of his shareholding in the Transferor Company as a nominee of the Transferee Company.

The draft Scheme and Declaration of Solvency made in pursuance of clause (c) of sub-section (1) of Section 233 of the Act in Form No. CAA 10 and all other relevant documents and papers which are subject matters of this resolution shall be made available for inspection at registered office of the company on all the working days except on Saturday, Sunday and on all public holidays between

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10.00 A.M to 5.00 P.M till the date of meeting. Further, all the documents and papers which are relevant to this resolutions shall be made available to the members on their request for inspection through electronic mode.

STATEMENT UNDER SECTION 230(3) READ WITH SECTION 233 OF THE COMPANIES ACT, 2013 READ WITH RULE 6(3) AND RULE 25 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016:

1. A Scheme of Arrangement between Auma Drives India Private Limited (Transferor Company) and Auma India Private Limited (Transferee Company) and their respective shareholders and creditors (“Scheme”), was proposed and the same was approved by the Board of Directors of the Transferee Company and the Board of Directors of the transferor Company at their respective meetings held on 19/12/2019.
2. Pursuant to the Scheme of Arrangement entered by Transferor Company with the Transferee Company, meeting of the Equity Shareholders of the Company is being convened and held for the purpose of considering and, if thought fit, approving with or without modification(s), the arrangement embodied in the Scheme of Arrangement of the Transferor Company with the Transferee Company.
3. Details of the Transferee Company which are not already included in the Scheme:

| Sl. No. | Particulars | Details |
|----------------|---------------------------------|-----------------------------------|
| (a) | Name of the Company | AUMA INDIA PRIVATE LIMITED |
| (b) | CIN | U74999KA1983PTC005412 |
| (c) | Permanent Account Number | AABCA1342F |

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| | | |
|-----|--|---|
| | (PAN) | |
| (d) | Date of Incorporation | 04/07/1983 |
| (e) | Type of the Company | Private company limited by shares |
| (f) | Registered office address and email address | PLOT NO.39-B, PHASE-2, PEENYA INDUSTRIAL ESTATE, BANGALORE 560058 Email Id: nikhil@auma.co.in |
| (g) | Summary of main object as per the memorandum of association | To carry on the business of manufacturers, assemblers, installers, maintainers, designers, patentees, licensors, licensees, importers, exporters, dealers, merchants and repairers of valve actuators and gear operators of all kinds including mechanical valve actuators, damper actuators for regulating and controlling devices and their components, spare parts and accessories thereto and all allied products, machinery, equipment and component of every description etc. as per the Memorandum of Association |

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| | Main business carried on by the company | To carry on the business of manufacturers, assemblers, installers, maintainers, designers, patentees, licensors, licensees, importers, exporters, dealers, merchants and repairers of valve actuators and gear operators of all kinds including mechanical valve actuators, damper actuators for regulating and controlling devices and their components, spare parts and accessories thereto and all allied products, machinery, equipment and component of every description etc. |
| (h) | Details of change of name, registered office and objects of the company during the last five years; | The Company has not changed its name and its object clause and also not shifted its registered office during the last five years. |

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| | | |
|-----|--|---|
| (i) | Name of the stock exchange (s) where securities of the company are listed, if applicable; | The Company is not listed any of its securities on any of the Stock Exchange(s) |
| (j) | Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital: | |
| | Authorized Share Capital | Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000/- (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each. |
| | Issued, subscribed and paid up share capital | Rs.1,92,65,760/- (Rupees One Crore Ninety Two Lakhs Sixty Five Thousand Seven Hundred and Sixty only) divided into 19,26,576 (Nineteen Lakhs Twenty Six Thousand Five Hundred and Seventy Six) Equity Shares of Rs.10/- (Rupees Ten) each. |

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| (k) Name of the promoters and directors along with their addresses: | | | |
|--|--|---|---------------------------------------|
| <i>Sl. No.</i> | <i>Name</i> | <i>Address</i> | <i>Position</i> |
| 1. | AUMA ARMATURENANTRIEBE GmbH, GERMANY | AUMASTR. 1 79379 MULLHEIM, GERMANY | Holding Company |
| 2. | ARVIND KUMAR GOEL | C 501, RENAISSANCE TEMPLE BELLS 25/1, INDUSTRIAL SUBRUB, OPPOSITE ISKON WOC ROAD YESWANTHPURA BANGALORE 560022 | Managing Director/Promoter |
| 3. | FERDINAND MARIA DIRNHOFER | ROMERSTR STRASSE 14 MULLHEIM 79379 DE | Director/Promoter |
| 4. | JOERG HOFFMANN | KISTENBUEHNSTRASSE 5, MULLHEIM 77886LAUF DE KISTENBUEHNSTRASSE 77886 DE | Director/Promoter |
| (l) | If the scheme of compromise or arrangement relates to more than one company, the fact and | The Transferor Company is the wholly owned subsidiary of the Transferee Company | |

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| | <p>details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies.</p> | |
| (m) | <p>The date of the Board meeting at which the Scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the</p> | <p>The Scheme was approved by the Board of both the transferor and transferee companies at their meetings held on 19/12/ 2019.</p> |

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|---|--|---|---|--|--|-------------------|--------------|-----------------|-------------------------|----------------------------------|---------------------|--------------------|----------------------|---------------|
| | resolution and who did not vote/ participate on such resolution | | | | | | | | | | | | | |
| (n) | Parties involved in such compromise or arrangement | Auma India Private Limited and Auma Drives India Private Limited | | | | | | | | | | | | |
| (o) | Appointed Date | 01/04/2019 | | | | | | | | | | | | |
| (p) | Share exchange ratio and Other Considerations | Since Auma Drives India Private Limited is the wholly owned subsidiary of Auma India Private Limited, on amalgamation, entire shares held by Auma India Private Limited in Auma Drives India Private Limited shall be cancelled and hence no new shares shall be allotted through the proposed scheme of merger. | | | | | | | | | | | | |
| (q) | Summary of Valuation Report | Since Auma Drives India Private Limited is the wholly owned subsidiary of Auma India Private Limited, on amalgamation, entire shares held by Auma India Private Limited in Auma Drives India Private Limited shall be cancelled and hence no new shares shall be allotted through the proposed scheme of merger, as a result of the same valuation report has not been obtained. | | | | | | | | | | | | |
| (r) | Capital/debt restructuring | <table border="1"> <tr> <td colspan="3">Pre-merger Share Capital of Auma India Private Limited</td> </tr> <tr> <td><i>Authorized</i></td> <td><i>Share</i></td> <td><i>Capital:</i></td> </tr> <tr> <td>Rs.5,00,00,000/-</td> <td>(Rupees Five Crores only)</td> <td>divided into</td> </tr> <tr> <td>50,00,000/-</td> <td>(Fifty Lakhs)</td> <td>Equity</td> </tr> </table> | Pre-merger Share Capital of Auma India Private Limited | | | <i>Authorized</i> | <i>Share</i> | <i>Capital:</i> | Rs.5,00,00,000/- | (Rupees Five Crores only) | divided into | 50,00,000/- | (Fifty Lakhs) | Equity |
| Pre-merger Share Capital of Auma India Private Limited | | | | | | | | | | | | | | |
| <i>Authorized</i> | <i>Share</i> | <i>Capital:</i> | | | | | | | | | | | | |
| Rs.5,00,00,000/- | (Rupees Five Crores only) | divided into | | | | | | | | | | | | |
| 50,00,000/- | (Fifty Lakhs) | Equity | | | | | | | | | | | | |

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| | <p>Shares of Rs.10/- (Rupees Ten) each.</p> <hr/> <p><u>Paid-up Share Capital of the Company:</u></p> <p>1,92,65,760/- (Rupees One Crore Ninety Two Lakhs Sixty Five Thousand Seven Hundred and Sixty only) divided into 19,26,576 (Nineteen Lakhs Twenty Six Thousand Five Hundred and Seventy Six) Equity Shares of Rs.10/- (Rupees Ten) each.</p> | |
| | <p>Pre-merger Share Capital of Auma Drives India Private Limited</p> <hr/> <p><u>Authorized Share Capital:</u></p> <p>Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.</p> <hr/> <p><u>Paid-up Share Capital of the Company:</u></p> <p>Rs.2,00,00,000/- (Rupees Two</p> | |

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Crores only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

**Post-merger Share Capital of
Auma India Private Limited**

(on registration of the scheme of amalgamation of Auma Drives India Private Limited with Auma India Private Limited)

Authorized Share Capital:

Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000/- (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

Paid-up Share Capital of the Company:

1,92,65,760/- (Rupees One Crore Ninety Two Lakhs Sixty Five Thousand Seven Hundred and Sixty only) divided into 19,26,576 (Nineteen Lakhs Twenty Six Thousand Five Hundred and Seventy Six) Equity Shares of Rs.10/- (Rupees Ten) each.

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| (s) | Rationale for the compromise or arrangement and Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as applicable) | <p>1) The amalgamation will enable the Transferee Company to integrate its business operations and provide significant impetus to the growth of the Transferee Company. The consolidation of the activities by way of an amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion. The combined entity will have a bigger portfolio of businesses targeted at a wider array of customers, which will strengthen its competitive position.</p> <p>2) The amalgamation will result in economy of scales and reduction in overheads, administrative, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of various resources.</p> <p>3) The managerial expertise of the Transferor Company will contribute to the strength of the Transferee Company. Consequently the Transferee Company will offer a strong financial structure to all creditors including the creditors of the Transferor Company, facilitate resource mobilization and achieve better cash flows. This would contribute substantially towards enhancement of shareholder's value of the Transferee Company.</p> <p>4) Duplication of administrative functions will be eliminated together with the multiple record-keeping resulting in reduced expenditure.</p> |

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| | | <p>5) This amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.</p> <p>6) The banks, creditors and institutions, in any manner, are not affected by the proposed amalgamation as their security/interest is protected.</p> <p>7) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.</p> <p>8) The amalgamation will result in the combination of manpower of both the companies and a single management structure for the companies.</p> <p>9) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent.</p> |
| (t) | Amount due to unsecured creditors as on 31/12/2019 | 27,03,22,485/- |
| (u) | Disclosure about the effect of the Amalgamation | The Scheme of Amalgamation, if approved by the appropriate authorities, shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members, Creditors, whether secured or unsecured, employees of Both the Companies involved |

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e-mail: nikhil@auma.co.inwebsite: www.auma.co.in

| | | |
|------------|--|--|
| | on: key managerial personnel; directors; promoters; non-promoter members; depositors; creditors; debenture holders; deposit trustee and debenture trustee; employees of the Company | in the merger. The Companies does not have any Depositors or Debenture Holders. |
| (v) | Disclosure about effect of compromise or arrangement on material interests or directors, Key Managerial Personnel (KMP) and debenture trustee. | The Directors of the respective companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding or to the extent the said directors are common Directors in the Companies and are interested to the extent of their shareholding in Transferor Company as a nominee of Transferee Company. |
| (w) | Investigation | No investigations or proceedings against the Company under any of the |

Auma India Private Limited

(CIN No : U74999KA1983PTC005412)

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| | or proceedings, if any, pending against the company under the Act | provisions of the Act. |
|------------|--|---|
| (x) | Details of approvals, sanctions or no- objection(s), if any, form regulatory or any other government authorities required, received or pending for the purpose Scheme of compromise or arrangement. | The Scheme has been submitted by hand delivery to Income Tax Department, Official Liquidator, Registrar of Companies, Reserve Bank of India on 10/01/2020. We have neither received any suggestions nor any observations within 30 days of submission. |
| (y) | A statement to the effect that the persons to whom the notice is sent may vote in the meeting | |

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| | |
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| either in person or by proxies, or where applicable, by voting through electronics means. | |
|--|--|

4. The details of the Transferor Company which are not already included in the Scheme:

| Sl. No. | Particulars | Details |
|----------------|--|---|
| (| Name of the Company | AUMA DRIVES INDIA PRIVATE LIMITED |
| (| CIN | U29248KA2014PTC077854 |
| (| Permanent Account Number (PAN) | AANCA1434E |
| (| Date of Incorporation | 22/12/2014 |
| (| Type of the Company | Private company limited by shares |
| (| Registered office address and email address | NO.38A & 39B, II PHASE, PEENYA INDUSTRIAL AREA, BANGALORE 560058 |

Auma India Private Limited

(CIN No : U74999KA1983PTC005412)

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e-mail: nikhil@auma.co.inwebsite: www.auma.co.in

| | | |
|---|--|---|
| | | Email Id: vanis@auma.co.in |
| (Summary of main object as per the memorandum of association | | To establish and carry on the business whether in India or elsewhere, as manufacturers, importers and exporters of all kinds of Gear boxes, Geared Motors, Motors, Electrical and Electronic controllers for Gear boxes, spare and accessories, components, sub assembly and allied activities for all Industrial applications etc. as per the Memorandum of Association. |
| Main business carried on by the company | | To establish and carry on the business whether in India or elsewhere, as manufacturers, importers and exporters of all kinds of Gear boxes, Geared Motors, Motors, Electrical and Electronic controllers for Gear boxes, spare and accessories, components, sub assembly and allied activities for all Industrial applications etc. |
| (Details of change of name, registered office and objects of the | | The Company has not changed its name and its object clause and also not shifted its registered office during the last five years. |

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| | |
|--|--|
| company during the last five years; | |
| (Name of the stock exchange (s) where securities of the company are listed, if applicable; | The Company is not listed any of its securities on any of the Stock Exchange(s) |
| (Details of the capital structure of the company including authorized, issued, subscribed and paid up share capital: | |
| Authorized Share Capital | Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each. |

Auma India Private Limited

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| | | | |
|--|--|---|--------------------------|
| Issued, subscribed and paid up share capital | Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each. | | |
| (Name of the promoters and directors along with their addresses: | | | |
| Sl. No | Name | Address | Position |
| 1. | AUMA INDIA PRIVATE LIMITED | PLOT NO.39-B, PHASE-2, PEENYA INDUSTRIAL ESTATE, BANGALORE KA 560058 I | Holding Company |
| 2. | ARVIND KUMAR GOEL | C 501, RENAISSANCE TEMPLE BELLS 25/1, INDUSTRIAL SUBRUB, OPPOSITE ISKON WOC ROAD YESWANTHPURA BANGALORE 560022 | Director/Promoter |
| 3. | DR THOMAS SUCKUT | LANDESHAUPTSTADT KIEL DER OBERBURGERMEISTER 24159 DE | Director/Promoter |

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| | | | |
|---|--|--|--------------------------|
| | 4. NIKHIL CHANDRAKANT PATIL | NO D304, PRINCE TOWN ROYALE, NO 11, SHETTYHALLI NEAR AIR F, JALAHALLI WEST BANGALORE 560015 | Director/Promoter |
| (| If the scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies. | The Transferor Company is the wholly owned subsidiary of the Transferee Company | |

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| <p>(The date of the Board meeting at which the Scheme was approved by the Board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote/ participate on such resolution</p> | <p>The Scheme was approved by the Board of both the transferor and transferee companies at their meetings held on 19/12/2019.</p> |
| <p>(Parties involved in such compromise or arrangement</p> | <p>Auma India Private Limited and Auma Drives India Private Limited</p> |
| <p>(Appointed Date</p> | <p>01/04/2019</p> |
| <p>(Share exchange ratio and Other Considerations</p> | <p>Since Auma Drives India Private Limited is the wholly owned subsidiary of Auma India Private Limited, on amalgamation, entire shares held by Auma India Private Limited in Auma Drives India Private Limited shall</p> |

Auma India Private Limited

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| | | be cancelled and hence no new shares shall be allotted through the proposed scheme of merger. |
| (Summary of Valuation Report | | Since Auma Drives India Private Limited is the wholly owned subsidiary of Auma India Private Limited, on amalgamation, entire shares held by Auma India Private Limited in Auma Drives India Private Limited shall be cancelled and hence no new shares shall be allotted through the proposed scheme of merger, as a result of the same valuation report has not been obtained. |
| (Capital/debt restructuring | | <p>Pre-merger Share Capital of Auma India Private Limited</p> <hr/> <p><u>Authorized Share Capital:</u> Rs.5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000/- (Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.</p> <hr/> <p><u>Paid-up Share Capital of the Company:</u> 1,92,65,760/- (Rupees One Crore Ninety Two Lakhs Sixty Five Thousand Seven Hundred and Sixty only) divided into 19,26,576 (Nineteen Lakhs Twenty Six Thousand Five Hundred and Seventy Six) Equity Shares of Rs.10/- (Rupees Ten) each.</p> |

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| | | |
|--|---|--|
| | <p style="text-align: center;">Pre-merger Share Capital of Auma Drives India Private Limited</p> <hr/> <p><u>Authorized Share Capital:</u> Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.</p> <hr/> <p><u>Paid-up Share Capital of the Company:</u> Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000/- (Twenty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.</p> | |
| | <p style="text-align: center;">Post-merger Share Capital of Auma India Private Limited</p> <p style="text-align: center;"><i>(on registration of the scheme of amalgamation of Auma Drives India Private Limited with Auma India Private Limited)</i></p> <hr/> <p><u>Authorized Share Capital:</u> Rs.7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000/- (Seventy Lakhs) Equity Shares of Rs.10/- (Rupees Ten)</p> | |

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| | | | |
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| | | <p>each.</p> <hr/> <p><u><i>Paid-up Share Capital of the Company:</i></u></p> <p>1,92,65,760/- (Rupees One Crore Ninety Two Lakhs Sixty Five Thousand Seven Hundred and Sixty only) divided into 19,26,576 (Nineteen Lakhs Twenty Six Thousand Five Hundred and Seventy Six) Equity Shares of Rs.10/- (Rupees Ten) each.</p> | |
| (| <p>Rationale for the compromise or arrangement</p> <p>and</p> <p>Benefits of the compromise or arrangement as perceived by the Board of directors to the company, members, creditors and others (as</p> | <p>1) The amalgamation will enable the Transferee Company to integrate its business operations and provide significant impetus to the growth of the Transferee Company. The consolidation of the activities by way of an amalgamation will lead to synergies of operations and a stronger and wider capital and financial base for future growth/expansion. The combined entity will have a bigger portfolio of businesses targeted at a wider array of customers, which will strengthen its competitive position.</p> <p>2) The amalgamation will result in economy of scales and reduction in overheads, administrative, managerial and other expenditure, operational rationalization, organizational efficiency, and optimal utilization of various resources.</p> | |

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| applicable) | <p>3) The managerial expertise of the Transferor Company will contribute to the strength of the Transferee Company. Consequently the Transferee Company will offer a strong financial structure to all creditors including the creditors of the Transferor Company, facilitate resource mobilization and achieve better cash flows. This would contribute substantially towards enhancement of shareholder's value of the Transferee Company.</p> <p>4) Duplication of administrative functions will be eliminated together with the multiple record-keeping resulting in reduced expenditure.</p> <p>5) This amalgamation will result in a significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by the Transferor Company and the Transferee Company.</p> <p>6) The banks, creditors and institutions, in any, are not affected by the proposed amalgamation as their security is maintained.</p> <p>7) There shall be impetus and increase in the area of sales, network of the Transferee Company apart from reduction in costs.</p> <p>8) The amalgamation will result in the combination of manpower of both the companies and a single management structure for the companies.</p> |
|--------------------|---|

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| | | 9) The combined managerial and technical expertise would enable the Transferee Company to develop a business model that would be competitive and cogent. |
| (| Amount due to unsecured creditors as on 31/12/2019 | Rs. 25,000/- |
| | <i>On registration of the Scheme of Amalgamation of Auma Drives India Private Limited with Auma India Private Limited by the Regional Director, South East Region, Hyderabad, Telangana, the amount of unsecured loans payable by Auma Drives India Private Limited to Auma India Private Limited shall stand cancelled and extinguished. As a result of the same, while computing the total of unsecured creditors, the loan received from Auma India Private Limited has not been considered.</i> | |
| (| Disclosure about the effect of the Amalgamation on: key managerial personnel; directors; promoters; non-promoter members; depositors; creditors; debenture | The Scheme of Amalgamation, if approved by the appropriate authorities, shall not have any adverse impact or effect on the Key Managerial Persons, Directors, Promoters, Non-Promoter members, Creditors, whether secured or unsecured, employees of Both the Companies involved in the merger. The Companies does not have any Depositors or Debenture Holders. |

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| | holders; deposit trustee and debenture trustee; employee of the Company | |
| (| Disclosure about effect of compromise or arrangement on material interests or directors, Key Managerial Personnel (KMP) and debenture trustee. | The Directors of the respective companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding or to the extent the said directors are common Directors in the Companies and are interested to the extent of their shareholding in Transferor Company as a nominee of Transferee Company. |
| (| Investigation or proceedings, if any, pending against the company under the Act | No investigations or proceedings against the Company under any of the provisions of the Act. |
| (| Details of approvals, sanctions or no- objection(s), if | The Scheme has been submitted by hand delivery to Income Tax Department, Official Liquidator, Registrar of Companies, Reserve Bank of India on 10/01/2020. We have neither received any suggestions nor any observations within 30 days of submission. |

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| | |
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| <p>any, form regulatory or any other government authorities required, received or pending for the purpose Scheme of compromise or arrangement.</p> | |
| <p>(A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronics means.</p> | |

Following documents are available for obtaining extract from or for making/obtaining copies of or for inspection by the members and creditors, namely:

- (a) latest audited financial statements of the company including consolidated financial statements;

Auma India Private Limited

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- (b) copy of draft scheme of compromise or arrangement;
- (c) the certificate issued by Auditor of the company to the effect that the accounting treatment if any proposed in the scheme of compromise or arrangement is in conformity with the Accounting standards prescribed under section 133 of the Companies Act, 2013; and
- (d) Declaration of Solvency along with Auditors certificate;
- (e) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme.

By Order of the Board

ARVIND KUMAR GOEL

MANAGING DIRECTOR

DIN: 00050867

C 501, RENAISSANCE TEMPLE BELLS 25/1,

INDUSTRIAL SUBRUB, OPPOSITE ISKON WOC ROAD

YESWANTHPURA, BANGALORE- 560022,

KARNATAKA

Date: _____, 2020

Place: Bengaluru

Auma India Private Limited

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ATTENDANCE SLIP

01ST/2020-2021 EXTRA ORDINARY GENERAL MEETING ON 22ND MAY, 2020 AT 3.00

PM

Name :

Address :

I certify that I am a registered shareholder/proxy for the registered shareholder of AUMA INDIA PRIVATE LIMITED, records my presence / at the 01ST 2020-2021 Extra Ordinary General Meeting of the Company, held on _____, 2020 at _____ AM at the registered office of the Company situated at PLOT NO.39-B, PHASE-2, PEENYA INDUSTRIAL ESTATE, BANGALORE- 560058.

First/Sole Holder/Proxy

Second holder/ Proxy

Note: Please complete the name, address and sign this attendance slip and hand it over at the entrance of the hall.

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Peenya Industrial Area, Bangalore – 560058,

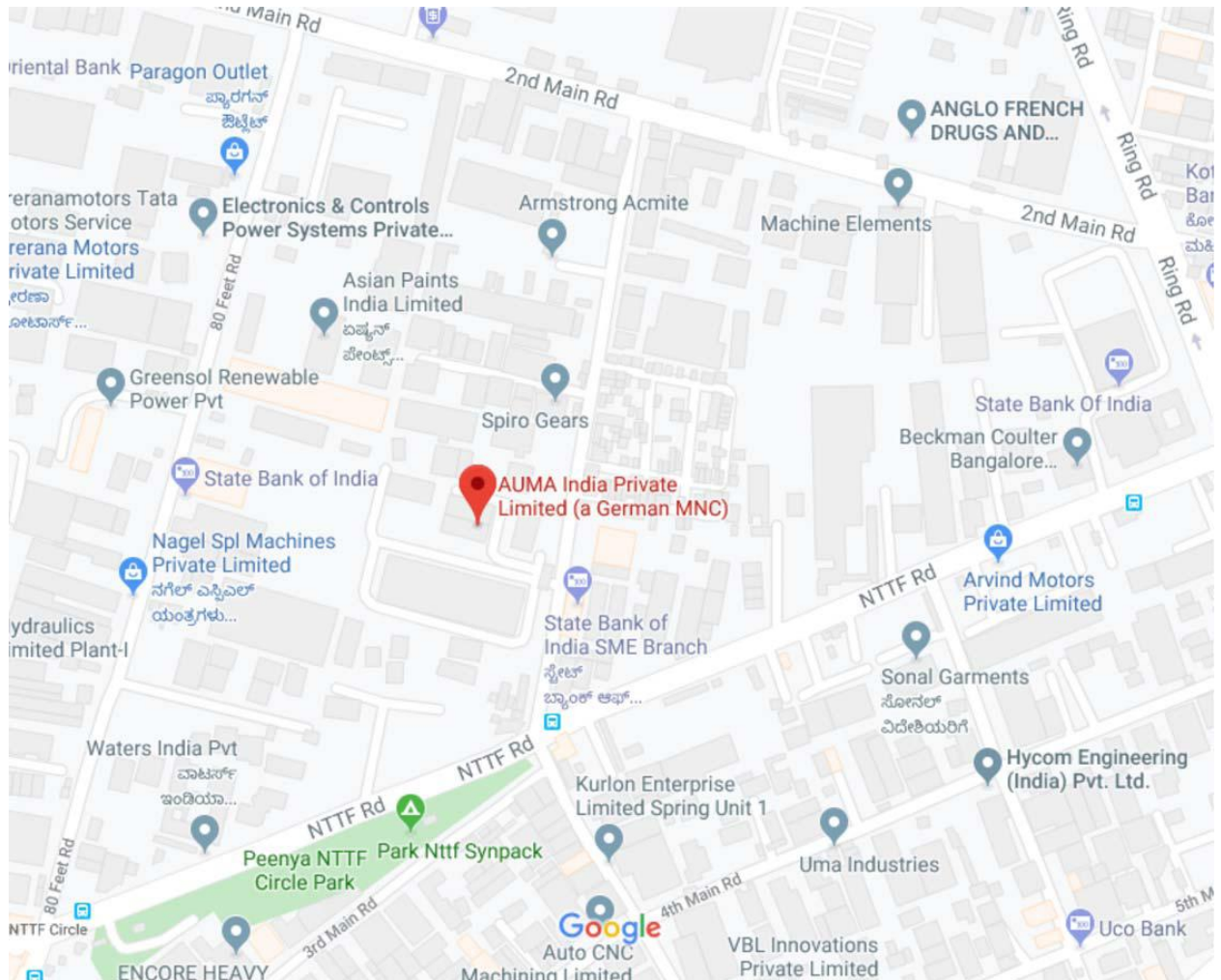
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website: www.auma.co.in

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ROUTE MAP TO THE VENUE OF 01st/2020-2021 EXTRAORDINARY GENERAL MEETING SCHEDULED ON 22nd MAY, 2020 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED PLOT NO.39-B, PHASE-2, PEENYAI INDUSTRIAL ESTATE, BANGALORE- 560058



Auma India Private Limited
(CIN No : U74999KA1983PTC005412)
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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U74999KA1983PTC005412

Name of the company: AUMA INDIA PRIVATE LIMITED

Registered office: PLOT NO.39-B, PHASE-2, PEENYA INDUSTRIAL ESTATE, BANGALORE-
560058.

Name of the member:

Registered address :

E-mail Id:

Folio No/ Client Id :

DP ID :

I/We,
being
the
memb
er (s)

of _____ shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Auma India Private Limited

(CIN No : U74999KA1983PTC005412)
 Regd. Office: Plot No. 38-A & 39-B, Phase II
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 e-mail: nikhil@auma.co.in
 website: www.auma.co.in



Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01st/2020-2021 Extra-ordinary General Meeting of the company, to be held on _____, 2020 at _____ P.M. at the registered office of the company situated at PLOT NO.39-B, PHASE-2, PEENYA INDUSTRIAL ESTATE, BANGALORE- 560058 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolutions |
|-------------------------|--|
| Special Business | |
| 1 | Approval of Scheme of Amalgamation of Auma Drives India Private Limited with Auma India Private Limited under Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016: |

Signed this..... day of..... 2020

Signature of Shareholder:

Signature of Proxy holder(s):

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

Note: 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.

ANNEXURE – A – WebEx Dial details: