CORPORATE INFORMATION

Board of Directors:

Mr. Rahul Sawhney	- (Managing Director)
Ms. Megha Chawla	- (Executive Director)
Ms. Bindu Sawhney	- (Non-Executive Director)
Mr. Dinesh Dilip Durgani	- (Non-Executive and Independent Director)
Ms. Punita Gupta	- (Non-Executive and Independent Director)

Board Committees:

Audit Committee:

Ms. Punita Gupta - Chairperson
Mr. Dinesh Dilip Durgani - Member
Mr. Rahul Sawhney - Member

Nomination and Remuneration Committees:

Ms. Punita Gupta - Chairperson
Mr. Dinesh Dilip Durgani - Member
Mrs. Bindu Sawhney - Member

Stakeholders Committee:

Mr. Dinesh Dilip Durgani - Chairperson
Ms. Punita Gupta - Member
Mrs. Bindu Sawhney - Member

Key Managerial Personnel:

Mr. Vikas Bhatia -Chief Financial Officer

Ms. Shilpi Shukla - Company Secretary and Compliance Officer

Statutory Auditors:
M/s. Nahar V & Co., Chartered Accountant
Unit no F-8/11, 8th floor, Wave Silver Tower, Sector-18, Noida, Uttar Pradesh India 0201301
FRN: 010443C
Membership No: 400217

Registrar and Share Transfer Agent
Cameo Corporate Services Ltd, Subramanian Building, #1, Club House Road, Chennai, Tamil Nadu,600002

Bankers:
HDFC Bank Limited

Registered Office:

K-24, Upper Ground, KH No. 107/10 Main Road, Raja Puri, New Delhi, Delhi-110059

Secretarial Auditor:
M/s Prachi Bansal & Associates

Internal Auditor:
M/s. A Mishra & Associates

Stock Exchange where Company's securities are listed:
BSE Limited (SME Platform)

NOTICE OF 9TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 9TH (NINTH) ANNUAL GENERAL MEETING OF THE MEMBERS OF RESOURCEFUL AUTOMOBILE LIMITED WILL BE HELD ON TUESDAY, 11TH AUGUST, 2026 AT 12:30 P.M INDIAN STANDARD TIME (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1: TO CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS THEREON

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 129, Section 134 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Standalone Financial Statements of the Company comprising the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, the Cash Flow Statement, the Statement of Changes in Equity, if applicable, and the Notes forming part of the Financial Statements for the financial year ended March 31, 2026, together with the Report of the Board of Directors and the Report of the Statutory Auditors thereon, as circulated to the Members, be and are hereby considered, approved and adopted."

ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MRS. BINDU SAWHNEY (DIN: 08060807), WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR REAPPOINTMENT.
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Bindu Sawhney (DIN: 08060807), who retires by rotation at this meeting be and is hereby re-appointed as a Non- Executive Director of the Company."

ITEM NO. 3: TO APPOINT M/S NAHAR V AND COMPANY, CHARTERED ACCOUNTANTS, (FRN: 010443C) AS STATUTORY AUDITORS OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, **M/s Nahar V and Company, Chartered Accountants (Firm Registration No. 010443C),** who have given their consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made, shall be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of this 9th Annual General Meeting until the conclusion of the 14th Annual General Meeting of 2031 **of** the Company, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes, as may be mutually agreed upon between the Board of Directors (including the Audit Committee) and the Statutory Auditors."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorized to finalize the terms and conditions of appointment, determine and revise the remuneration of the Statutory Auditors, execute all necessary documents, and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution, including filing the necessary forms and returns with the Registrar of Companies and other statutory or regulatory authorities."

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as provided in "Annexure-I".

SPECIAL BUSINESS:

ITEM NO. 4: TO APPOINT M/S NAHAR V AND COMPANY, CHARTERED ACCOUNTANTS, (FRN: 010443C) AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY DUE TO RESIGNATION OF EXISTING STATUTORY AUDITORS.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the applicable Rules of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, **M/S NAHAR V AND COMPANY, CHARTERED ACCOUNTANTS, (FRN: 010443C),** be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s N G M K S & Associates**, Chartered Accountants (Firm Registration No. 024492N).

"**RESOLVED FURTHER THAT** M/S Nahar V And Company, Chartered Accountants, (FRN: 010443C) be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company upto ensuing Annual General Meeting to be held in 2025-2026, at a remuneration as may be mutually agreed , between the Board of Directors and M/S Nahar V And Company, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them."

"**RESOLVED FURTHER THAT** any of the director or the Company Secretary of the Company, be and is hereby authorized to file the requisite e-forms with the Registrar of Companies & to do all the acts, deeds, matters and things which are necessary to give effect to the aforesaid resolution"

ITEM NO. 5: TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MR. RAHUL SAWHNEY, THE MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 197, 198 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of members of the company be and is here by accorded for payment of remuneration to Mr. Rahul Sawhney (DIN: 07635427), Managing Director of the Company on the terms and conditions including remuneration as mentioned below:

a. Mr. Rahul Sawhney (DIN: 07635427), Managing Director

1.Remuneration by way of Salary, perquisite and allowances not exceeding Rs. 8,33,300/- per month during his tenure.

2.Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.

3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.

4.Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Rahul Sawhney (DIN: 07635427), remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to accept such modification in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Rahul Sawhney.

FURTHER RESOLVED THAT, Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

ITEM NO. 6: TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MRS. MEGHA CHAWLA, THE EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of members of the company be and is here by accorded for payment of remuneration to Mrs. Megha Chawla (DIN: 09473673), Executive Director of the Company on the terms and conditions including remuneration as mentioned below:

a. Mrs. Megha Chawla (DIN: 09473673), Executive Director

1. Remuneration by way of Salary, perquisite and allowances not exceeding Rs. 4,16,000/- per month during his tenure.

2.Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.

3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.

4.Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Megha Chawla (DIN: 09473673), remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to accept such modification in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mrs. Megha Chawla.

FURTHER RESOLVED THAT, Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

ITEM NO. 7: TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MRS. BINDU SAWHNEY, THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of members of the company be and is here by accorded for payment of remuneration to Mrs. Bindu Sawhney (DIN: 08060807) Non-Executive Director of the Company on the terms and conditions including remuneration as mentioned below:

a. Mrs. Bindu Sawhney (DIN: 08060807), Non-Executive Director

1. Remuneration by way of Salary, perquisite and allowances not exceeding Rs. 4,16,000/- per month during his tenure.

2.Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.

3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.

4.Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Bindu Sawhney (DIN: 08060807), remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to accept such modification in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mrs. Bindu Sawhney.

FURTHER RESOLVED THAT, Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

By order of the Board of Directors
For **Resourceful Automobile Limited**

Sd/-
Rahul Sawhney
(Managing Director)
DIN: 07635427

Place: Delhi
Dated: 17/07/2026

NOTES:

1. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

2. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on cssumitbajaj@gmail.com with a copy marked to sivaram@cameoindia.com at the Annual General Meeting of the Company.

3. The relevant details, pursuant to 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM as a part of this notice**.**

A. General instructions for accessing and participating in the 9th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting:

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio- visual means ("OAVM"), without the physical presence of the Members at a common venue.

   In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 9th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Tuesday, 11th August, 2026, at 12:30 P.M. (IST).The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at K-24, Upper Ground, Kh No. 107/10 Main Road, Raja Puri, West Delhi, New Delhi- 110059.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with.

   Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA General Circulars dated April 08, 2020; April 13, 2020; May 05, 2020; December 28, 2022; May

05, 2022; September 25, 2023; and General Circular No. 09/2024 dated September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, **the Company has entered into an agreement with Central Depository Services (India) Limited** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by Central Depository Services (India) Limited. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

6. In line with the Ministry of Corporate Affairs (MCA) Circular No General Circular No. 09/2024 dated September 19, 2024, (including General Circular No. 17/2020 dated April 13, 2020), 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sawhneyauto.com The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Central Depository Services (India) Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.cdslindia.com.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

8. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in

physical form. For further details about registration process, please contact your depository/ RTA of the Company.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

10. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@sawhneyauto.com

11. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

12. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.

13. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.

14. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
    a) Change in their residential status on return to India for permanent settlement.
    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15. The Board of Directors of the Company has appointed **Mr. Sumit Bajaj, proprietor of M/s Sumit Bajaj & Associates** (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

16. The Register of Members and Share Transfer Books will remain closed from **05th August, 2026 to 11th August, 2026 (both days inclusive)** for the purpose of Annual General Meeting. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 04th August, 2026 may follow the same instructions as mentioned above for e-voting.

17. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

18. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.sawhneyauto.com and the website of Central Depository Services (India) Limited immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

20. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: cs@sawhneyauto.com The shareholders are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.

21. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

    Cameo Corporate Services Limited
    Regd. Office: **Subramanian Building, 1,**
    Club House Road, Chennai-600 002
    Phone: **28460390 (5 Lines), 40020700**
    E-mail: c**ameo@cameoindia.com**
    Website: www.cameoindia.com
    SEBI Registration Number: **INR000003753**

22. **Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:**
    The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical for are therefore, requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

23. **Updation of Member's Details:**

    The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

B. CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 **:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Saturday, 08th August, 2026 at 09:00 A.M. and ends on Monday, 10th August, 2026 at 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 **04th August, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL 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 shareholder's/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 ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on 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 e-Voting facility.

Pursuant to above-said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

<u>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.</u>

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

Login type	**Helpdesk details**
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 toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID

    a. For CDSL: 16 digits beneficiary ID,
    b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz; cssumitbajaj@gmail.com and to the Company at the email address viz; cs@sawhneyauto.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

C. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sawhneyauto.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By order of the Board of Directors
For **Resourceful Automobile Limited**

Sd/-
Rahul Sawhney
(Managing Director)
DIN: 07635427

Place: Delhi
Dated: 17/07/2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

STATEMENT PURSUANT TO REGULATION 36(5) OF SEBI LISTING REGULATIONS

Item No.3 and 4: Appointment of M/S Nahar V and Company, Chartered Accountants, (FRN: 010443C) as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of existing Statutory Auditors

M/s. N G M K S & Associates, Chartered Accountants, (FRN: 024492N) were appointed as the statutory auditors of the company for the Financial Year 2025-26 w.e.f. 8th October by the Board of Director, and duly been approved at the Extra Ordinary General Meeting (EGM) dated 8th January, 2026

for appointment till the conclusion of ensuing Annual General Meeting.

The office of the Statutory Auditors of the Company, M/s N G M K S & Associates, Chartered Accountants (Firm Registration No. 024492N), became vacant due to their resignation with effect from 11th May, 2026. This resignation has caused a casual vacancy in the office of the Statutory Auditors as contemplated under Section 139(8) of the Companies Act, 2013. Therefore, to fill the casual vacancy the audit committee recommended the profile of M/S Nahar V and Company, Chartered Accountants, (FRN: 010443C), to appoint as the Statutory Auditor of the company.

The Board of directors of the company, on the recommendation of the Audit Committee, recommended for the approval of the members, the appointment of M/s. Nahar V and Company (FRN: 010443C) as Statutory Auditors of the Company for a period of five years from the conclusion of this 9st AGM till the conclusion of the 14th AGM of the Company, at a remuneration mutually decided by the Board of Directors and Auditor and reimbursement of out of pocket expenses to conduct the Audit for the financial year 2025-26. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

M/s. Nahar V and Company (FRN: 010443C), is a firm of Chartered Accountants in Ratlam, Madhya Pradesh, India. M/s. Nahar V and Company provides services in the fields of audit and assurance, tax and regulatory, transaction advisory and consulting keeping in mind the regulatory and commercial environment within which the Firm's clients operate. The Company has obtained a certificate from the auditors of the Company that they meet the criteria of independence, eligibility and qualification as prescribed in section 141 of the Act. As required under the SEBI Listing Regulations, M/s. Nahar V and Company, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an **Ordinary Resolution**.

ITEM NO.5: TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MR. RAHUL SAWHNEY, THE MANAGING DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 17th July, 2026 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Mr. Rahul Sawhney, Managing Director of the Company, form 11th August, 2026 as per the terms and conditions set out in the agreement entered into between the Company and Mr. Rahul Sawhney.

Mr. Rahul Sawhney was appointed as the Director of the Company with effect from 21/02/2018. Considering Mr. Rahul Sawhney's qualifications, experience, and the responsibilities undertaken by him, the Board proposes the following remuneration structure:

Basic Salary, Perquisites and Allowances: ₹8,33,300 per month

Performance Bonus / Incentives: As may be determined by the Board based on performance

Other benefits: Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

In the event of inadequacy or absence of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board recommends the resolution for approval of the shareholders by a Special Resolution.

Details as required under Secretarial Standard-2 (SS-2):

Name	Mr. Rahul Sawhney
DIN	07635427
Designation	Managing Director
Date of first appointment	21.02.2018
Profile and experience	Mr. Rahul Sawhney has done a foundation in Bachelors in Business Administration from IITM University, New Delhi and overall 7 years of industrial experience he is a visionary leader with a proven track record of success. Mr. Rahul Sawhney possesses in-depth knowledge of market trends and consumer preferences. As the Promoter of Resourceful Automobile Limited, Mr. Rahul Sawhney plays a pivotal role by Identifying market opportunities and conceptualizing the Motorbike showroom business model, Forging strategic partnerships with leading motorbike manufacturers for securing exclusive dealership agreements and Overseeing the establishment and expansion of showrooms in strategic locations.
Remuneration last drawn	NIL
Number of Board Meetings attended during the year	**5**

Shareholding in the Company	12,11,947

Except Mr. Rahul Sawhney and his relatives (to the extent of their shareholding or interest, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM 6: TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MRS. MEGHA CHAWLA, THE EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 17th July, 2026 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Mrs. Megha Chawla, Executive Director of the Company, form 11th August, 2026 as per the terms and conditions set out in the agreement entered into between the Company and Mrs. Megha Chawla.

Mrs. Megha Chawla was appointed as the Executive Director of the Company with effect from 25/01/2022. Considering Mrs. Megha Chawla's qualifications, experience, and the responsibilities undertaken by her, the Board proposes the following remuneration structure:

Basic Salary, Perquisites and Allowances:: ₹4,16,000 per month

Performance Bonus / Incentives: As may be determined by the Board based on performance

Other benefits: Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

In the event of inadequacy or absence of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board recommends the resolution for approval of the shareholders by a Special Resolution.

Details as required under Secretarial Standard-2 (SS-2):

Name	Mrs. Megha Chawla
DIN	09473673
Designation	Executive Director
Date of first appointment	25.01.2022
Profile and experience	Mrs. Megha Chawla is a seasoned professional with an extensive background in human resources and administrative management. Holding B.Ed from Guru Gobind Singh Indraprastha University she has dedicated 4 years to fostering organizational growth through effective leadership and strategic people management. With a career spanning 4 years, Mrs. Megha Chawla has demonstrated proficiency in handling diverse HR and administrative responsibilities in Automobile sector.
Remuneration last drawn	NIL
Number of Board Meetings attended during the year	**5**

Shareholding in the Company	2

Except Mrs. Megha Chawla and her relatives (to the extent of their shareholding or interest, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM 7: TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MRS. BINDU SAWHNEY, THE NON-EXECUTIVE DIRECTOR OF THE COMPANY

The Board of Directors of the Company, at its meeting held on 17th July, 2026 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Mrs. Bindu Sawhney, Non-Executive Director of the Company, form 11th August, 2026 as per the terms and conditions set out in the agreement entered into between the Company and Mrs. Bindu Sawhney.

Mrs. Bindu Sawhney was appointed as the Non-Executive Director of the Company with effect from 21/02/2018. Considering Mrs. Bindu Sawhney's qualifications, experience, and the responsibilities undertaken by her, the Board proposes the following remuneration structure:

Basic Salary, Perquisites and Allowances: ₹4,16,000 per month

Performance Bonus / Incentives: As may be determined by the Board based on performance

Other benefits: Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

In the event of inadequacy or absence of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board recommends the resolution for approval of the shareholders by a Special Resolution.

Details as required under Secretarial Standard-2 (SS-2):

Name	Mrs. Bindu Sawhney
DIN	08060807
Designation	Non-Executive Director
Date of first appointment	21.02.2018
Profile and experience	Mrs. Bindu Sawhney has been appointed to the Board of the Company since inception. With a distinguished career and a wealth of experience, Mrs. Bindu Sawhney is a seasoned professional. Having reached the age of 59, she brings a valuable perspective to the Board as a Non-Executive Lady Director. She holds a Degree in History Honors from the prestigious Daulat Ram College, Delhi. With a career spanning over 10 years, Mrs. Bindu Sawhney has a diverse background in the field of operations and administration. As a Non-Executive Lady Director at M/s. Resourceful

	Automobile Limited, Mrs. Bindu Sawhney contributes to the board with: Providing valuable insights and contributing to strategic decision-making. Ensuring adherence to corporate governance standards and regulatory compliance. Fostering positive relations with stakeholders, shareholders, and the community. Championing diversity and inclusion initiatives within the organization.
Remuneration last drawn	NIL
Number of Board Meetings attended during the year	**5**
Shareholding in the Company	2

Except Mrs. Megha Chawla and her relatives (to the extent of their shareholding or interest, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Directors
For **Resourceful Automobile Limited**

Sd/-
Rahul Sawhney
(Managing Director)
DIN: 07635427

Place: Delhi
Dated: 17/07/2026

Annexure-I

Item No. 2.

Details of Director seeking Appointment / Re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name	**Mrs. Bindu Sawhney**
Directors Identification Number(DIN)	08060807
Date of Birth (age)	31 August 1964
Date of first appointment on the Board of the Company	21/02/2018
Shareholding in Resourceful Automobile Limited as on 31st March 2025	4,19,188
List of Directorship held in other companies	2
Membership/ Chairmanship in Committees	2
Relationship with other directors interse	Mrs. Bindu Sawhney is the Mother of Mr. Rahul Sawhney and Mother in law of Mrs. Megha Chawla.
Brief Resume	Mrs. Bindu Sawhney is involved in acquisition of new clients and building long standing relationship with existing clients of the Company. He is having good experience in Developing and executing company's business strategy. He has vast Experience in directing and controlling the business operations, manage and report on the effective implementation of a marketing strategy to maintain market relevance and promote products and services to increase sales.
Terms & Conditions of re-appointment including remuneration payable	Re-appointment as Director of the company, Liable to be retire by rotation.
Number of Meetings of Board attended during the year	5
Listed entities from which resigned in the past Three years	Nil