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AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

AAR SHYAM INDIA INVESTMENT COMPANY LIMITED

August 26, 2026

The Manager
Listing Department
BSE Limited
PhirozeeJeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai – 400 001

Name of Scrip: Aar Shyam India Investment Company Limited
Scrip Code: 542377

Dear Sir(s),

Subject: NOTICE OF AGM & BOOK CLOSURE OF THE COMPANY

Notice is hereby given that the 43rd Annual General Meeting of the Company will be held on Monday, September 21, 2026 at 03:00 P.M. at Space No. 920, Kirti Shikhar Building, District Centre, Janakpuri B-1, West Delhi, New Delhi, India, 110058.

As per the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder read with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their votes through electronic means on all the resolutions set forth in the Notice. The e-voting will commence on Friday, 18th September, 2026 at 09:00 A.M. and will end on Sunday, 20th September, 2026 at 05:00 P.M. (both days inclusive). The Company has fixed 14th September, 2026 as the cut-off date (record date) for the said purpose.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, it is hereby informed that the Register of Members and Transfer Books of the Company will remain closed from 15th September, 2026 to 21th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.

Kindly take note of the same.
Yours faithfully,

For **AAR SHYAM INDIA INVESTMENT COMPANY LIMITED**

Perla Pavani

Digitally signed by Perla Pavani
Date: 2026.08.26 15:09:32 +05'30'

(PERLA PAVANI)
Director
DIN: 11013729

NOTICE

NOTICE is hereby given that 43rd Annual General Meeting ("AGM") of the members of **AAR SHYAM INDIA INVESTMENT COMPANY LIMITED** ("the Company") will be held on Monday, September 21, 2026 at 03.00 P.M. through Video Conferencing ("VC")/other Audio Visual Means ("to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026, including the Audited Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the reports of Board of Directors and Auditors thereon.

Special Business:

2. **APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY**

   a. **To Appoint Statutory Auditors to Fill Casual Vacancy:**

To consider and, if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations made by the Audit Committee and the Board of Directors at their respective meetings held on August 21, 2026, M/s. Viresh Verma & Co., Chartered Accountants, Hyderabad (ICAI Firm Registration No. 026874N), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Garg Agrawal & Agrawal, Chartered Accountants.

RESOLVED FURTHER THAT M/s. Viresh Verma & Co., Chartered Accountants, shall hold office as the Statutory Auditors of the Company from August 21, 2026, until the conclusion of the ensuing 43rd Annual General Meeting (AGM) of the Company, at such remuneration, out-of-pocket expenses, and taxes as may be mutually agreed between the Board of Directors and the Auditors, based on the recommendation of the Audit Committee.

b. Appointment of Statutory Auditors of the company:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendations of the Audit Committee and the Board of Directors, M/s. Viresh Verma & Co., Chartered Accountants (ICAI Firm Registration No. 026874N), holding a valid Peer Review Certificate issued by the Peer Review Board of the ICAI, be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2031, at such remuneration, out-of-pocket expenses, and other terms as may be mutually agreed between the Board of Directors and the Auditors, based on the recommendation of the Audit Committee.

"**RESOLVED FURTHER THAT** Board of Directors of the Company, including any Committee thereof, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

3. TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) **("the Act")** and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR Regulations")** and any other applicable law(s), rule(s), regulation(s), guideline(s), the consent and approval of the Members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by substituting the existing Clause 3(a) and Clause 3(b) with the following new clauses:

3(a) Main Objects

1. To develop, establish, acquire, design, construct, own, operate, maintain and manage renewable energy projects including solar, wind, hybrid energy systems, battery energy storage systems, green energy projects and other clean energy initiatives and to generate, transmit, distribute,

purchase, sell, exchange, trade and deal in electricity, power and other forms of energy and related products and services.

2. To carry on the business of providing Operations & Maintenance in Integrated Facility Management, mechanized cleaning, housekeeping, sanitation, coach maintenance, staffing, recruitment, manpower outsourcing, human resource management, payroll and workforce solutions and to provide security, surveillance and protection services, including deployment of skilled, semi-skilled and unskilled personnel, security guards, security officers, ex-servicemen, bodyguards and allied personnel to Indian Railways, Airports, Hospitals, Metro Rails, government departments, public sector undertakings, private organizations, industries, institutions and establishments.

3. To carry on the business of consultancy, engineering, procurement, construction, project management, operation and maintenance services in relation to power generation, transmission, distribution, substations, electrical installations and infrastructure projects and to undertake turnkey execution, modernization, renovation, refurbishment and development of power, Electrical Infrastructure projects in India and abroad.

4. To develop, own, operate and manage technology-enabled platforms, software applications, digital marketplaces and online portals for facilitating mobility, transportation, vehicle aggregation, fleet management, e-commerce, business-to-business, business-to-consumer and consumer-to-consumer transactions and to act as aggregator, facilitator, consultant, agent and service provider in relation thereto and to undertake, execute, construct, develop, erect, alter, renovate, modernize, repair, maintain, demolish, manage and supervise civil engineering and construction works of every kind and description, including residential, commercial, industrial, institutional, infrastructure, roads, bridges, highways, buildings, factories, warehouses, townships, dams, canals, drainage systems, water supply projects, sewerage systems and other public or private works, either independently or under contracts, sub-contracts, joint ventures, public-private partnerships or otherwise, subject to the applicable laws, approvals and regulations in force.

5. To engage in and carry on all such other lawful businesses, activities or undertakings as may be permitted from time to time under the applicable laws in force in India.

3(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

1. To acquire, purchase, take on lease, hire, exchange, license, develop, construct, erect, maintain, alter, improve, equip, manage, sell, transfer or otherwise deal with lands, buildings, offices, warehouses, workshops, plants, machinery, vehicles, equipment, tools, furniture, fixtures and other movable and immovable properties required for the business of the Company.

2. To recruit, appoint, employ, train, develop, engage, contract, retain and remunerate personnel, consultants, advisors, technicians, engineers, managers, security personnel, operators, administrative staff, professionals and other employees necessary for carrying on the business of the Company.

3. To establish, maintain, operate and manage offices, branches, depots, training centres, service centres, control rooms, data centres and other establishments in India and abroad for the efficient conduct of the Company's business.

4. To enter into agreements, contracts, joint ventures, strategic alliances, consortium arrangements, public-private partnerships, franchises, agency arrangements, technical collaborations and other business arrangements with any individual, firm, company, government authority, institution or organization.

5. To apply for, obtain, purchase, acquire, register, lease, license, protect, renew, use, sell, assign or otherwise deal with patents, trademarks, copyrights, designs, trade names, software, know-how, technical information, intellectual property rights and proprietary rights.

6. To purchase, lease, hire, maintain, operate and manage vehicles, fleets, communication systems, surveillance equipment, security systems, machinery, computers, hardware, software, networking equipment and other assets necessary for the Company's operations.

7. To undertake research, development, testing, innovation, digitization, automation and technological advancement in relation to the Company's businesses and services.

8. To establish and maintain training institutes, skill development centres and educational facilities for imparting training, certification and professional development to employees, workers and other persons.

9. To borrow, raise, secure or receive money or financial assistance from banks, financial institutions, government agencies, investors or other persons and to secure repayment thereof by mortgage, charge, hypothecation, lien or other securities over the assets of the Company.

10. To open, operate and maintain bank accounts of all kinds and to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, promissory notes, bills of exchange, hundis, debentures and other negotiable or transferable instruments.

11. To invest and deal with the surplus funds of the Company in such manner as may be considered expedient and in accordance with applicable laws.

12. To apply for, obtain, renew and maintain all approvals, licenses, permits, registrations, certifications, accreditations and permissions required for carrying on the business of the Company.

13. To participate in tenders, bids, auctions, requests for proposals and procurement processes of government departments, public sector undertakings, local authorities, statutory bodies and private entities.

14. To act as contractors, subcontractors, consultants, advisors, service providers, operators, agents, representatives, franchisees or concessionaires in relation to the business activities of the Company.

15. To import, export, purchase, sell, manufacture, assemble, distribute, install, maintain and otherwise deal in materials, equipment, machinery, components, software and products required for the Company's business.

16. To establish, maintain and operate digital platforms, mobile applications, websites, portals, databases, cloud infrastructure and information technology systems for conducting and promoting the business of the Company.

17. To insure the assets, properties, contracts, employees, liabilities and operations of the Company against any insurable risks and to undertake risk management activities.

18. To institute, defend, compromise, settle, refer to arbitration or otherwise deal with any legal proceedings, claims, disputes or matters affecting the Company.

19. To acquire, promote, incorporate, amalgamate with, merge into, collaborate with, invest in, subscribe to or otherwise assist any company, firm, body corporate or undertaking carrying on activities similar, ancillary or conducive to the objects of the Company.

20. To undertake corporate social responsibility activities, sustainability initiatives, environmental protection measures and community development programs in accordance with applicable laws.

21. To pay all costs, charges and expenses incurred in connection with the incorporation, registration, promotion and establishment of the Company and the acquisition of any business or assets by the Company.

22. To do all such other lawful acts, deeds, matters and things as are incidental or conducive to the attainment of the above objects or any of them.

23. To establish, provide, maintain and conduct or otherwise subsidize research laboratories, training centres, workshops, schools, colleges, libraries, reading rooms and other institutions for the benefit of the employees, customers and the public and to award scholarships, grants and incentives for the promotion of education, skill development and research.

24. To undertake and execute any trusts, the undertaking of which may seem desirable and either gratuitously or otherwise.

25. To subscribe, contribute, donate or guarantee money for any charitable, benevolent, scientific, national, cultural, educational, social, public, general or useful object or purpose and to support institutions, funds and associations engaged in such activities.

26. To enter into any arrangement with any Government, State, municipal, local or other authority or any person or company that may appear conducive to the Company's objects and to obtain from any such authority any rights, privileges and concessions.

27. To establish, promote or assist in establishing or promoting and to subscribe to or otherwise assist any company, association, institution, fund or trust whose objects are wholly or partly similar to those of the Company or which may be beneficial to the Company.

28. To acquire and undertake the whole or any part of the business, property, assets and liabilities of any person, firm, body corporate or undertaking carrying on any business which the Company is authorized to carry on.

29. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, properties, rights and assets of the Company.

30. To amalgamate, merge, enter into partnership, joint venture, collaboration or any arrangement for sharing profits, union of interests, reciprocal concessions or cooperation with any person, firm or company carrying on or engaged in any business capable of being conducted so as directly or indirectly to benefit the Company.

31. To do all such lawful acts, deeds, matters and things as are incidental, ancillary or conducive to the attainment of the foregoing objects or any of them and which are not inconsistent with the provisions of the Companies Act, 2013 or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit."

4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, modifications or re-enactment thereof) ("Companies Act"), the consent and approval of the shareholders of the Company be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the shareholders of the Company, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company."

"**RESOLVED FURTHER THAT** any Director of the Company be and is severally authorized to issue certified true copies of these resolutions to various authorities and to file necessary forms with the ROC, Delhi do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the ROC in this regard, or to give full effect to the abovementioned resolutions."

5. TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total outstanding amount so borrowed in excess of the aggregate of the paid-up capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs. 400 Crores (Rupees Four Hundred Crores Only) for Company on a standalone basis and Rs. 900 Crores (Rupees Nine Hundred Crores Only) for Company and its subsidiaries and / or Associates taken together or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

6. **TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved by the members under Section 180(1)(c) of the Act."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

7. **INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.**

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1000 crores (Rupees One Thousand Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution."

"RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard."

8. TO CONSIDER AND APPROVE PREFERENTIAL ISSUE OF EQUITY SHARES ON A SHARE SWAP BASIS FOR ACQUISITION OF SVR ELECTRO PROJECTS PRIVATE LIMITED

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

"RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"), the listing agreements entered into by the Company with the BSE Limited ("BSE") (referred to as "Stock Exchange") on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s),and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot up to 1,45,41,000 (One Crore Forty Five Lakhs Forty One Thousand) fully paid-up Equity Shares of the Company having face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs. 15 per share as per the Share Swap and Valuation Report, to the shareholders of SVR Electro Projects Private Limited (SVR) (as per following list) on a preferential basis, by way of consideration other than cash, in the ratio of 4.847:1 (4.847 Equity Shares of the Company for every 1 Equity Share of SVR) for the purpose of acquiring 100% equity shareholding of SVR, aggregating to Rs. 21,81,46,905 (Rupees Twenty-One Crore Eighty-One Lakh Forty-Six Thousand Nine Hundred Five) and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations, SEBI (LODR) Regulations and SEBI SAST Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

S. No.	Names of the Propose Allottees/ Investors	Current Category in the Company	Number of Equity Shares proposed to be issued	Proposed Category in the Company
1.	Radha Krishna Avudari	Non-Promoter	1,03,24,110	Promoter

2.	Sudha Rani Avudari	Non-Promoter	30,05,140	Promoter Group
3.	Srikanth Nagabhyru	Non-Promoter	7,27,050	Promoter Group
4.	Subba Rao Bolla	Non-Promoter	4,84,700	Non- Promoter
TOTAL			**1,45,41,000**	

(hereinafter referred as the "Proposed allottees")

*One of the Proposed allottees Mr. Radha Krishna Avudari ("Acquirer 1") has signed a Share Purchase Agreement ("SPA") dated 21st August, 2026 with one of the current Promoters of the Company, Guruomega Private Limited, which has also triggerred the Open-Offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations. After completion of the Open-Offer process Acquirer 1 along with Mrs. Sudha Rani Avudari ("Acquirer 2") and Mr. Srikanth Nagabhyru ("Acquirer 3") (collectively referred to as the "Acquirers") will form part of new Promoters/Promoters Group of the Company.

RESOLVED FURTHER THAT proposed preferential issue and allotment of up to 1,45,41,000 (One Crore Forty-Five Lakh Forty-One Thousand) Equity Shares of face value of Rs. 10/- each of the Company to Mr. Radha Krishna Avudari, Mrs. Sudha Rani Avudari, Mr. Srikanth Nagabhyru and Mr. Subba Rao Bolla by way of consideration other than cash through swap of shares, be and is hereby approved, and since the same amounts to change in Management and Control over the affairs of the Company shall be subject to compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by the aforesaid allottees, and until the completion of the Open Offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the said allottees shall continue to be classified as part of the non-promoter group of the Company, and upon completion of the Open Offer, Mr. Radha Krishna Avudari, Mrs. Sudha Rani Avudari and Mr. Srikanth Nagabhyru shall be classified as Promoters/Promoters Group of the Company.

"RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned shall be August 21, 2026, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. September 21, 2026 being the date of the Annual General Meeting of the Company."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to be allotted, shall be subject to the following terms and conditions:

(i) The Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Shares is subject to receipt of any approval or permission from any regulatory authority or

Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

(ii) The Equity Shares so allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

(iii) The Company shall procure the listing and trading approvals for the Equity Shares to be issued from the Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations.

(iv) The Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.

(v) The Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution."

"**RESOLVED FURTHER THAT** the members of the Company hereby consider and approve the proposed acquisition of 100% equity shareholding of SVR Electro Projects Private Limited (SVR) by the Company through a share-swap arrangement, whereby the consideration for such acquisition shall be discharged by the issue and allotment of equity shares of the Company to the shareholders of SVR, in accordance with the valuation reports, the share-exchange ratio, and other terms and conditions placed before the meeting, and in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and all other applicable laws and regulations."

"**RESOLVED FURTHER THAT** the members note that the Audit Committee, after conducting a detailed review of the proposed transaction including the rationale for the acquisition, strategic benefits to the Company, valuation methodology, fairness of the share-exchange ratio, and all other material considerations has recommended the approval of the transaction to the Board at its meeting held on August 21, 2026, in accordance with the provisions of Section 177 of the Companies Act, 2013 and applicable SEBI regulations."

"**RESOLVED FURTHER THAT** the members hereby accord their approval to the aforesaid acquisition and the related issue and allotment of equity shares of the Company to the shareholders of SVR, and authorize the Board of Directors (including any committee thereof) to take all necessary actions, do all such acts, deeds and things, execute all documents, agreements, and filings, and obtain all statutory, regulatory and third-party approvals as may be required to give effect to this resolution, and to settle any questions, difficulties or doubts that may arise in connection with the implementation of the transaction."

"RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, sending offer letter to the proposed allottees in Form-PAS-4, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

9. ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION IN CASH.

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

"RESOLVED THAT pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"), the listing agreement entered into by the Company with the BSE Limited ("BSE") (referred to as "Stock Exchange") on which the Equity Shares of the Company are listed, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations"), to the extent applicable, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s),and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred to it by this resolution), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer, allot in one or more tranches, at such time or times as the Board may in its absolute discretion deems fit, upto 49,33,333 (Forty-Nine Lakhs Thirty-Three Thousand Three Hundred and Thirty-Three) Equity Shares of the Company at a price of Rs. 15/- (Rupees Fifteen only) per Equity Share ("Issue Price"), aggregating to Rs. 7,39,99,995/- (Rupees Seven Crore Thirty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Five Only) which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

Details of Proposed Allottees:

S. No.	**Names of the Propose Allottees/ Investors**	**Current Category in the Company**	**Number of Equity Shares proposed to be issued**	**Proposed Category in the Company**
1.	Jhansi Sanivarapu	Non-Promoter	12,00,000	Non- Promoter
2.	Naveen Babu Kommineni	Non-Promoter	7,20,000	Non- Promoter

3.	Bhanupriya Manam	Non-Promoter	5,33,333	Non- Promoter
4.	Tanikonda Giribabu	Non-Promoter	4,20,000	Non- Promoter
5.	Shaik Mahammad Sohail	Non-Promoter	4,00,000	Non- Promoter
6.	Boreddy Venkata Jatin Reddy	Non-Promoter	3,00,000	Non- Promoter
7.	A V A Pavan Kumar	Non-Promoter	3,00,000	Non- Promoter
8.	Chava Swetha	Non-Promoter	2,75,000	Non- Promoter
9.	Puttagunta Lavanya	Non-Promoter	2,75,000	Non- Promoter
10.	S Kavitha	Non-Promoter	1,15,000	Non- Promoter
11.	Shyam Prasad Reddy Mallemaala	Non-Promoter	1,15,000	Non- Promoter
12.	Amarthaluri Rajani	Non-Promoter	1,00,000	Non- Promoter
13.	Kandula Sudheer	Non-Promoter	80,000	Non- Promoter
14.	Thotti Reddy Santosh Kumar Reddy	Non-Promoter	50,000	Non- Promoter
15.	Neha Kankariya	Non-Promoter	50,000	Non- Promoter
TOTAL			**49,33,333**	

(hereinafter referred to as the "Proposed Allottees")."

"**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company".

"**RESOLVED FURTHER THAT** in accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the issue price of the Equity Shares shall be August 21, 2026, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e. September 21, 2026 being the date of the Annual General Meeting of the Company."

"**RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe;

b) The Equity Shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals;

c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions;

d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above;

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

f) The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange."

"**RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members."

"**RESOLVED FURTHER THAT** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations".

“**RESOLVED FURTHER THAT** in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to above resolution, the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable, including without limitation, issuing clarifications on the issue and allotment of Equity Shares, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) including making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Equity Shares to the respective dematerialized securities account of the proposed allottees, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree and accept all such condition(s), modification(s) and alteration(s) as may be stipulated by any relevant authorities while according approval or consent to the issue as may be considered necessary, proper or expedient and give effect to such modification (s) and to resolve and settle all questions, difficulties or doubts that may arise in this regard for implementation of this Resolution, issue and allotment of equity shares and to do all acts, deeds and things in connection therewith and incidental thereto without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

10. APPOINTMENT OF MS. PERLA PAVANI (DIN: 11013729) AS A DIRECTOR OF COMPANY.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Ms. Perla Pavani (DIN: 11013729), who was appointed as an Additional Director of the Company in Executive capacity on the recommendation of Nomination and Remuneration and by the Board of Directors with effect from 14.05.2026 and who holds office up to the date of ensuing General Meeting or three months from the date of his appointment, whichever is earlier, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company and is liable to retire by rotation."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorised to take all such necessary steps and actions as may be deemed expedient to give effect to this resolution including signing, execution of all such necessary documents and filings with concerned authorities as may be required in this regard."

11. APPOINTMENT OF MS. PERLA PAVANI (DIN: 11013729) AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013, provisions of SEBI (LODR) Regulations, 2015 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Perla Pavani (DIN:11013729), who was appointed by the Board of Directors as an Additional Director in the Category of Executive Director of the Company on recommendation of Nomination and Remuneration Committee with effect from 14th May, 2026 who holds office up to the date of this Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as Managing Director of the Company, liable to retire by rotation."

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee and approval of Board of Directors, consent of the members be and is hereby accorded for the appointment of Ms. Perla Pavani (DIN:11013729) as Manging Director of the Company for a term of Three (3) years w.e.f. 14th May, 2026 at a remuneration of Rs. 50,000/- per month."

"**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Ms. Perla Pavani, the above-mentioned remuneration be paid to her, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof."

"**RESOLVED FURTHER THAT** the any of the members of the Board of Directors of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

12. APPOINTMENT OF MS. POOJA MANISH PANDEY (DIN:11607151) AS NON-EXECUTIVE, INDEPENDENT DIRECTOR.

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

"**RESOLVED THAT**, pursuant to the provisions of Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 along with the rules made thereunder, including, the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended ("Companies Act"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any amendments, modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI Listing Regulations"), and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company, Ms. Pooja Manish Pandey (DIN: 11607151) who has provided her consent in writing to act as an independent director of the Company and possesses relevant expertise and experience and has submitted a declaration in writing that she meets the criteria for appointment as an Independent Director under the Companies Act, be and is hereby appointed as an Independent Director on the board of directors of the Company (the "Board"), who shall hold office for a term of five years commencing on 20.05.2026 and shall not be liable to retire by rotation."

"**RESOLVED FURTHER THAT** any of the members of the Board of Directors of the Company be and is hereby severally authorized to do all the acts, deeds, matters and things which are necessary to the appointment of Ms. Pooja Manish Pandey as an Independent Director of the Company, including filing of the necessary forms with the Registrar of Companies, Delhi and things as may be required to be done to give effect to the abovementioned resolutions and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

13. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE JURISDICTION OF REGISTRAR OF COMPANIES, NATIONAL CAPITAL TERRITORY OF DELHI-II TO THE JURISDICTION OF REGISTRAR OF COMPANIES, NATIONAL CAPITAL TERRITORY OF DELHI-I

To consider and if thought fit to pass the following resolution as a **Special Resolution** for approval of members of Shifting of Registered Office of the Company from the jurisdiction of Registrar of Companies, National Capital Territory of Delhi-II to the jurisdiction of Registrar of Companies, National Capital Territory of Delhi-I.

"**RESOLVED THAT** pursuant to the provisions of Section 12 of the Companies Act, 2013 ('Act') read with Rule 28 of the Companies (Incorporation) Rules, 2014 ('Rules') as amended and other applicable provisions, if any (including any statutory modification(s) or re-enactments thereof, for the time being in force), of the Act, and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and subject to approval of Central Government through Regional Director, Northern Region and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company, within National Capital Territory of Delhi, from the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi - II to the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi -I.

RESOLVED FURTHER THAT upon the approval of the Regional Director, Northern Region and the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Shop Space No. 920, Kirti Shikhar Building, District Centre, Janakpuri B-1, New Delhi, India, 110058 to 4th floor, Office No. 403, Plot No. 5, City Centre Mall, South West Delhi, New Delhi-110078 or such other place within the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi -I, as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the members of the Board of Directors of the Company (which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby severally authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

14. TO CHANGE THE NAME AND OTHER CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 14 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the approval of the Central Registration Centre, Ministry of Corporate Affairs, and such other regulatory authorities as may be necessary, the consent of the shareholders be and is hereby accorded to change the name of the Company from "**Aar Shyam India Investment Company Limited**" to "**Avudari Engineering Limited**" as recommended by the Board of Directors in its meeting held on August 21, 2026 .

RESOLVED FURTHER THAT Clause I (Name Clause) of the Memorandum of Association of the Company be and is hereby substituted accordingly.

Clause I: The name of the Company is **Avudari Engineering Limited***

**Or any such other name as may be recommended by the Board of Directors of the Company and approved by the Registrar of Companies, Central Registration Centre.*

RESOLVED FURTHER THAT upon the change of name becoming effective, the new name shall appear in all documents including the Memorandum and Articles of Association of the Company and at all other relevant places wherever the existing name is appearing.

RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any of the Directors or Key Managerial Personnel (KMP) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient and to file, sign, verify and execute all such forms (including e-forms), papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to the aforementioned resolution."

For and on behalf of the Board of Directors
For Aar Shyam India Investment Company Limited

Perla Pavani Digitally signed by Perla Pavani Date: 2026.08.26 15:10:01 +05'30'

Date: 26.08.2026
Place: Delhi

Perla Pavani
Director
(DIN: 11013729)

To
The Board of Directors
Aar Shyam India Investment Company Limited,
Space No. 920, Kirti Shikhar Building,
District Centre, Janak Puri,
New Delhi, Delhi, 110058

Independent Auditor's Certificate on Compliance with Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of proposed change of name of the Company.

1. In accordance with the terms of our engagement letter dated 21st August, 2026.

2. We, Viresh Verma & Co, Chartered Accountants, the Independent Auditors of Aar Shyam India Investment Company Limited ("the Company"), are required to certify compliance under Regulation 45(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regard to proposed change of name of the Company from Aar Shyam India Investment Company Limited to Avudari Engineering Limited ("proposed name").

Management's Responsibility

3. The Board of Directors of Aar Shyam India Investment Company Limited ("the Company") is responsible for ensuring compliance with the requirements of Regulation 45(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") in relation to the proposed change of name of the Company from " Aar Shyam India Investment Company Limited " to " Avudari Engineering Limited " ("Proposed Name").

4. The Management is responsible for:

   i. maintaining proper books of account, statutory records, resolutions, filings and other relevant documents supporting the activities carried on by the Company;

   ii. determining and documenting the rationale for the proposed change of name, including whether the Proposed Name represents any new activity or new project undertaken or proposed to be undertaken by the Company;

   iii. confirming that the Company has not commenced any new activity or new project represented by the Proposed Name during the relevant period;

   iv. identifying the applicable requirements of Regulation 45(1) of the SEBI LODR Regulations and ensuring compliance with the same, including the requirement that a period of at least one year has elapsed from the last change in name of the Company;

Regd. Off: House No 63, Street No 1, Jwala Nagar, Shahdara, New Delhi 110032
Corp. Off.: Office No CS-4F-35, Ansal Plaza, Sector-1, Vaishali, Ghaziabad, Uttar Pradesh 201010
Contact No. +91-9810527762, 011-22121907, Email Id: caviresh121@gmail.com

M/s Viresh Verma & Co. * DELHI * Chartered Accountants

v. preparing and providing to us all relevant information, explanations, management representations, records and documents necessary for the purpose of this certificate; and

vi. ensuring the completeness, accuracy and authenticity of the information furnished to us.

Auditor's Responsibility

5. Our responsibility is to examine the books of account, records and other relevant documents provided by the Management and issue a certificate on compliance with Regulation 45(1) of the SEBI LODR Regulations in respect of the proposed change of name of the Company.

6. We have conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI). This Guidance Note requires compliance with the ethical requirements of the Code of Ethics issued by ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Summary of work performed

8. In performing our examination, we have carried out the following procedures:

   a. Obtained and examined the relevant records, resolutions, statutory filings and other documents maintained by the Company in relation to the proposed change of name from Aar Shyam India Investment Company Limited to Avudari Engineering Limited.

   b. Verified that a period of at least one year has elapsed from the date of the last change in name of the Company, in accordance with the requirements of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   c. Obtained management representation and examined relevant records, including the Company's business activities, books of account, audited financial statements, Board/Committee records and other documents made available to us, to verify whether the proposed name represents any new activity or new project undertaken by the Company during the relevant period.

   d. Based on the aforesaid examination, noted that the Company has not commenced any new activity or new project represented by the proposed name during the relevant period. Accordingly, the requirements relating to deriving at least fifty percent of total revenue from such activity or investing at least fifty percent of total assets in such activity/project, were considered not applicable.

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Contact No. +91-9810527762, 011-22121907, Email Id: caviresh121@gmail.com

M/s Viresh Verma & Co. DELHI Chartered Accountants

Conclusion

9. Based on our examination, as stated above, and according to the information and explanations provided to us by the Management of the Company, we hereby certify that:

   i. A period of at least one year has elapsed from the date of the last change in name of the Company.

   ii. The Company has not commenced any new activity represented by the proposed name during the relevant period. Accordingly, the requirement of deriving at least fifty percent of the total revenue of the Company from such activity does not apply.

   iii. The Company has not commenced any new activity/project represented by the proposed name during the relevant period. Accordingly, the requirement of investing at least fifty percent of the total assets of the Company in such activity/project does not apply.

Restrictions of use

10. This certificate is issued solely for submission to the Stock Exchange(s) in accordance with Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with the proposed change of name of the Company.

11. This certificate should not be used for any other purpose or distributed to any other parties without our prior written consent. Accordingly, we do not accept or assume any liability or duty of care to any person other than the Company or for any purpose other than that for which it is issued.

For Viresh Verma & Co.
Chartered Accountants
(Firm Registration No. 026874N)

M/s Viresh Verma & Co. DELHI Chartered Accountants

CA Viresh Verma
Proprietor
Membership No.: 522566

Place: New Delhi
Date: 21st August 2026
UDIN: 26522566QJGVQE4912

Regd. Off: House No 63, Street No 1, Jwala Nagar, Shahdara, New Delhi 110032
Corp. Off: Office No CS-4F-35, Ansal Plaza, Sector-1, Vaishali, Ghaziabad, Uttar Pradesh 201010
Contact No. +91-9810527762, 011-22121907, Email Id: caviresh121@gmail.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A blank form of proxy is enclosed and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the meeting.
   A person can act as a 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. A member holding more than ten percent ofthe total share capital of the Company carrying voting rights may appoint a single person as proxy and such personshall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. In case of joint shareholder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Information required under SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (relating to Corporate Governance) with respect to the Directors retiring by rotation and, being eligible, seeking re-appointmentis given in the Corporate Governance Report annexed to the Annual Report.
6. The Registers of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2026 to Monday, September 21, 2026 (both days inclusive).
7. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Meeting and any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
8. Members are requested to intimate change in their address if any immediately to Mas Services Limited, the Company's Registrar and Share Transfer Agents, at their office at T-34, 2nd Floor, Okhla Ph. 11, Delhi -110020.
9. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing thisfacility may submit nomination in SH-13.
10. The Company has entered into agreements with CDSL and NSDL to offer depository services to the Shareholders.Shareholders can open account with any of the depository participant registered with CDSL and NSDL.
11. In accordance with SEBI LODR (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 any request for physical transfer of shares shall not be processed w.e. f. April 01, 2019.
    Further, in compliance with SEBI vide its circular SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

    i. Issue of duplicate share certificate
    ii. Claim from unclaimed suspense account
    iii. Renewal/Exchange of securities certificate
    iv. Endorsement
    v. Sub-division / splitting of securities certificate
    vi. Consolidation of securities certificates/folios
    vii. Transmission
    viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA) The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

12. Members are requested to bring their copies of Annual Report at the meeting, as extra copies will not be supplied.

13. Pursuant to the requirement of the SEBI Regulations, the Company declares that its equity shares are listed on the BSE Limited.

14. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022. Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be freezed by RTA on or after 1st April 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

i. PAN; (using ISR-1)
ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholderscan download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e www. masserv.com.

A separate communication has already been sent to the respective shareholders.

15. Only registered members carrying the attendance slips and the holders of valid proxies registered with the Companywill be permitted to attend the meeting.

16. **Dispatch of Annual Report through Electronic Mode:** In compliance with the MCA Circulars and SEBI Circulardated January 05, 2023, Notice of the AGM along with the Annual Report of FY 2025-24 being sent only throughelectronic mode to those Members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website https://aarshyam.in. and website of the Stock Exchange, thatis, BSE Limited at www.bseindia.com. Shareholder(s)/ Proxy(ies) /Authorized Representative(s) should bring/are requested to bring the duly filled in Attendance Slip enclosed herewith to the AGM mentioning therein details of DP ID and Client ID.

17. The shareholders holding shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agents by sending duly signed request letter quoting their folio no., name and address. In case of shares held in demat form; the shareholders may register their e-mail addresses with their DPs (Depository Participants).

18. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar andShare Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

19. The e-voting period commences on Friday, September 18, 2026 at 09:00 A.M. and ends on Sunday, September 20, 2026 at 05:00 P.M. During this period, members holding share either in physical or dematerialized form, as on cut-off date, i.e. Monday, September 14, 2026 may cast their votes electronically.

The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Monday, September 14, 2026.

20. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if an individual shareholder he / she can generate password as explain in e-voting instruction for casting the vote.

21. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.

Type of Holder	Process to be followed
Physical	Please refer point 14 of Notes of Notice.
Demat	Please contact your DP and register your email address and bank account details in your demat account as perthe process advised by your DP

22. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depositoryparticipant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

23. The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours (11 A.M. to 5 P.M.) on any working day except Saturdays, upto the date ofmeeting.

Voting through electronic means:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

B. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.aarshyam.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

I. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER**:-

The remote e-voting period begins on Friday, September 18, 2026 at 09:00 A.M. and ends on Sunday, September 20, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, September 14, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 14, 2026.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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 & New System Myeasi 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment

		i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
	(ii)	If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 22 55 33

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?	
1.	After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2.	Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3.	Now you are ready for e-Voting as the Voting page opens.
4.	Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.goelaakash@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mahatre at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@aarshyam.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@aarshyam.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e.** Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. CS Aakash Goel (C.P No.21629) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

6. Since e-voting facility is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands is not allowed.

7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website http:// www.aarshyam.in and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. BSE Limited

By Order of the Board of Directors

For **Aar Shyam India Investment Company Limited**

Perla Pavani Digitally signed by Perla Pavani Date: 2026.08.26 15:10:16 +05'30'

(PERLA PAVANI)

Director

(DIN: 11013729)

Date: August 26, 2026

Place: Delhi

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons)

Item No: 2

a. To appoint Statutory Auditors to fill casual vacancy:

M/s. Garg Agrawal & Agrawal, Chartered Accountants, the previous Statutory Auditors of the Company, tendered their resignation with effect from August 21, 2026 stating that they have other professional pre-occupations. The Board of Directors and the Audit Committee while accepting the resignation have placed on record their sincere appreciation for the professional services rendered by M/s. Garg Agrawal & Agrawal during their tenure with the Company.

Pursuant to Section 139(8) of the Companies Act, 2013 ("the Act"), any casual vacancy in the office of a Statutory Auditor caused by resignation can only be filled by the shareholders in a General Meeting within three months of the recommendation by the Board of Directors.

Based on this evaluation, the Audit Committee and the Board of Directors recommended the appointment of M/s. Viresh Verma & Co., Chartered Accountants, Delhi (ICAI Firm Registration No. 026874N), to fill the casual vacancy from August 21, 2026, until the conclusion of this 43rd Annual General Meeting (AGM).

b. Appointment of Statutory Auditor of the company

In continuation of the above, the Audit Committee and the Board of Directors have approved and recommended, subject to the approval of members of the Company, appointment of M/s Viresh Verma & Co., Chartered Accountants, Delhi, (ICAI Firm Registration No. 026874N) as Statutory Auditor of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2031, at such remuneration, out-of-pocket expenses, and other terms as may be mutually agreed between the Board of Directors and the Auditors, based on the recommendation of the Audit Committee.

M/s. Viresh Verma & Co., Chartered Accountants (ICAI Firm Registration No. 026874N), is a reputed accounting firm provides a comprehensive range of professional services, including Audit & Assurance, Taxation, Accounting, and Risk Advisory.

The Audit Committee and the Board of Directors considered several key factors in recommending the appointment of M/s. Viresh Verma & Co. as the Statutory Auditors of the Company, including:

- **Performance:** Their professional standing and capabilities during their association with the Company.
- **Experience:** The firm’s extensive track record in handling audits of large listed entities.
- **Competence:** The technical expertise of the leadership and the audit team in executing complex statutory audits.
- **calability:** Their ability to seamlessly scale and deeply understand the Company’s evolving operations, internal controls, systems, and processes.

M/s. Viresh Verma & Co. has conveyed its written consent and eligibility certificate to be appointed as the Statutory Auditors of the Company. They have confirmed that their appointment, if approved by the shareholders, will be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013, and that they satisfy the criteria challenging independence under the Act.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Viresh Verma & Co. as the Statutory Auditors for a term of five (5) consecutive years, subject to the approval of the shareholders at this Annual General Meeting (AGM).

In terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details regarding the credentials and proposed remuneration of the Statutory Auditors are provided below:

a. **Terms of Appointment:** The Statutory Auditors shall hold office for a term of five (5) consecutive years, from the conclusion of this AGM until the conclusion of the 48th AGM of the Company to be held in the calendar year 2031 (pertaining to the financial year 2030-31).

b. **Proposed Audit Fees and Material Changes:** For the Financial Year 2026-27, it is proposed to pay an aggregate remuneration of ₹1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of actual out-of-pocket expenses.

c. **Basis of Recommendation and Auditor Credentials:** Based on their credentials, past performance, peer review status, and commercial competitiveness, the Audit Committee and Board recommend their appointment.

The Board recommends the Resolution set out at Item No. 2 of the Notice for approval by the shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of this Resolution.

Item No. 3:

TO ALTER THE EXISTING OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY:

The Company has been primarily engaged in the business of Diversified Commercial Services. The Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the Company as a part of diversification plans. For this purpose, the object clause of the Company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The Board of directors of the Company at their meeting held on August 26, 2026 entered into a Share Swap Agreement (“SSA”) and other necessary documents between Aar Shyam India Investment Company Limited, SVR Electro Projects Private Limited ("SVR") and the shareholders of SVR, wherein Aar Shyam India Investment Company Limited had agreed to acquire 100% of the share capital of SVR by consideration other than cash (i.e., swap of shares) and pursuant to the

SPA, and in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made thereunder, SVR will become the wholly owned subsidiary of Aar Shyam India Investment Company Limited.

In view of the above SSA entered by the Company, the main and ancillary objects of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to alter the Object Clause of the Memorandum of Association of the Company by substituting the existing Clause 3(a) and Clause 3(b) with the new clauses. The proposed change of object clauses requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

A copy of the existing and proposed MOA is available for inspection at the registered office during business hours on all working days.

In view of the above, the Board recommends the Special resolution as set out at Item No. 3 of this Notice, for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 4:

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

The Companies Act, 2013 is now largely in force and importantly, the substantive sections of the Companies Act, 2013 which deal with the general working of companies stand notified. The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956. Several regulations in the existing AoA contain references to the specific Sections of the Companies Act, 1956. It is therefore considered expedient to replace the existing AoA with an entirely new set of AoA. The substitution of the existing AoA with the new AoA is proposed to align the AoA of the Company with the Table F of the Companies Act, 2013. Keeping in view of the same, the Board felt it appropriate to amend the AoA, subject to the consent of the members in the general meeting.

The proposed new AoA is available on the website of the Company at https://aarshyam.in/ for information of members.

As per the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, any alteration of the Articles of Association requires the approval of the members of the Company by way of Special Resolution, hence the Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item Nos. 5 & 6:

TO INCREASE THE LIMITS OF BORROWING BY THE BOARD OF DIRECTORS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013 AND TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the Members by a Special Resolution.

To pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;

To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/ financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs. 400 Crores (Rupees Four Hundred Crores Only) for Company on a standalone basis and Rs. 900 Crores (Rupees Nine Hundred Crores Only) for Company and its subsidiaries and / or Associates taken together and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs. 400 Crores (Rupees Four Hundred Crores Only) for Company on a standalone basis and Rs. 900 Crores (Rupees Nine Hundred Crores Only) for Company and its subsidiaries and / or Associates taken together.

It is, therefore, required to obtain fresh approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company and to create charge on the assets over the Company under the Companies Act, 2013.

The Board recommends the Special Resolutions set out at Item No. 5 & 6 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 7:

INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/ EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

a) give any loan to any person or other body corporate;

b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the limits of 60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount exceeding Rs. 1000 Crores (Rupees One Thousand Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 07 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Item No. 8:

APPROVAL FOR PREFERENTIAL ISSUE OF EQUITY SHARES ON A SHARE SWAP BASIS FOR ACQUISITION OF SVR ELECTRO PROJECTS PRIVATE LIMITED (SVR) FOR CONSIDRATION OTHER THAN CASH

The Members are hereby informed that the Board in its meeting held on August 21, 2026, has approved the acquisition of 100% shareholding of SVR Electro Projects Private Limited (i.e. “SVR”). SVR is engaged in the business of providing facility management, housekeeping, mechanized cleaning, sanitation, maintenance, staffing, recruitment, manpower outsourcing, human resource management, payroll and workforce solutions and to provide security, surveillance and protection services, including deployment of skilled, semi-skilled and unskilled personnel, security guards, security officers, ex-servicemen, bodyguards and allied personnel to government departments, public sector undertakings, private organizations, industries, institutions and establishments.

For the said acquisition it is decided to acquire 30,00,000 (Thirty Lakhs) Equity Shares constituting 100% stake of SVR from the equity shareholders of SVR.

About SVR Electro Projects Private Limited

SVR Electro Projects Private Limited is a diversified infrastructure and renewable energy company engaged in the execution of electrical infrastructure, renewable energy, solar power, EPC, maintenance and Battery Energy Storage System (BESS) projects.

SVR has built its business on strong execution capabilities, technical expertise and a commitment to delivering reliable, quality-driven and sustainable infrastructure solutions. SVR undertakes projects across multiple sectors, including Electrical Infrastructure, Railway, Renewable Energy, Solar EPC, Operations & Maintenance and Battery Energy Storage Systems (BESS).

SVR’s core strength lies in its ability to execute end-to-end turnkey projects, covering design and engineering, procurement, supply, erection, testing, commissioning and long-term operations and maintenance.

Entry into Solar & Renewable Energy

SVR Electro Projects Private Limited entered the Solar Renewable Energy sector during FY 2025–26, marking a strategic expansion from its established electrical infrastructure and maintenance capabilities into one of India's fastest-growing and most critical sectors.

SVR is contributing to India's clean-energy transition through the development and execution of large-scale Solar EPC projects, particularly under initiatives such as MAHAGENCO, MSEDCL and other renewable energy programs. Through these projects, SVR supports the expansion of clean power generation, reduction of dependence on conventional energy sources and strengthening of India's long-term energy security.

SVR’s renewable energy activities also contribute to the development of distributed and decentralized power infrastructure, enabling renewable electricity generation closer to demand centres and supporting the electrification and economic development of rural and semi-urban regions.

SVR has further expanded into the Battery Energy Storage System (BESS) segment through its 25 MW / 50 MWh standalone BESS project at Gajuwaka, Andhra Pradesh, for APTRANSCO. Energy storage is an important component of India's future power system, enabling better integration of renewable energy, improving grid flexibility and supporting reliable power availability.

Current Order Book

As of date, SVR Electro Projects Private Limited has a order book of approximately ₹1,436 Crore, comprising approximately ₹1,301.17 Crore from the Solar & Power Sector and approximately ₹135 Crore from Railways O&M projects.

The Solar & Power Sector order book of approximately ₹1,301.17 Crore includes major projects in Solar EPC, Renewable Energy and BESS, with a strong presence in Maharashtra and Andhra Pradesh.

Three-Year Revenue Track Record

SVR has maintained a diversified revenue profile across Railway, Electrical, Solar and Maintenance verticals and the Company has demonstrated significant business growth over the last three financial years. A key highlight of FY 2025–26 was the Company's entry into the Solar vertical, contributing approximately ₹19.77 Crore of reported revenue in the first year of operation. This provides a strong foundation for the Company's future expansion in the renewable energy sector.

Business Vertical	FY 2023–24	FY 2024–25	FY 2025–26
Railway	₹10.14 Cr	₹15.16 Cr	₹18.77 Cr
Electrical	₹24.87 Cr	₹19.59 Cr	₹6.53 Cr
Solar	—	—	₹19.77 Cr
Maintenance	₹1.55 Cr	₹19.30 Cr	₹28.14 Cr
Total Revenue	**₹36.57 Cr**	**₹54.04 Cr**	**₹73.22 Cr**

Business Strengths

1. **Diversified Business Portfolio**

SVR operates across multiple infrastructure segments, including Electrical, Railway, Solar Renewable Energy, Maintenance and BESS, reducing dependence on a single business vertical.

2. **Strong Renewable Energy Presence**

The Company's entry into the Solar vertical in FY 2025–26 has rapidly developed into a significant growth engine, supported by large-scale Solar EPC orders in Maharashtra.

3. **Large Current Order Book**
   With an order book of approximately ₹1,300 Crore, SVR has established a strong revenue visibility for the coming years.

4. **Entry into Energy Storage**
   The award of 25 MW / 50 MWh BESS project for APTRANSCO at Gajuwaka, Andhra Pradesh marks SVR's entry into the emerging energy-storage segment and strengthens its positioning in the future power sector.

5. **End-to-End EPC Capability:** SVR provides integrated project execution capabilities covering:
   - Engineering and design
   - Procurement and supply
   - Civil and electrical works
   - Erection and installation
   - Testing and commissioning
   - Transmission and evacuation infrastructure
   - Solar PV EPC
   - BESS implementation
   - Operations and Maintenance

6. **Experienced Technical Team**

   SVR currently has a technical and execution team of approximately 800 members, comprising experienced professionals and field personnel across engineering, project management, procurement, electrical works, civil works, construction, commissioning, operations and maintenance.

   This extensive manpower base provides SVR with the capability to execute multiple projects simultaneously across different locations and business segments, while maintaining focus on quality, safety, timelines and project delivery.

7. **Compliance & Statutory Capability**

   SVR maintains the required statutory registrations, licences and certifications, including A-Grade Electrical Contractor Licence, Labour Department Registration, Works Contract Registration and other applicable regulatory approvals.

   As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of SVR being consideration towards the swap shares on a preferential basis for consideration other than cash.

Accordingly, the Board at its meeting held on August 21, 2026 recommended to the Shareholders seeking the approval through Special resolution, to issue equity shares on Preferential basis, as per section 42 read with sections 62 and 179 of the Companies Act, 2013, as amended and chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, as amended (the "SEBI ICDR Regulations") and as per other applicable rules and regulations, aggregating up to 1,45,41,000 (One Crore Forty Five Lakhs Forty One Thousand) Equity Shares for consideration other than cash, by way of way of swap of shares with shares of SVR Electro Projects Private Limited (SVR). The swap ratio is finalized at 4.847:1, i.e., 4.847 shares of the Company for 1 share of SVR to the existing Shareholders of SVR, aggregating upto Rs. 21,81,46,905 (Rupees Twenty One Crores Eighty One Lakhs Forty Six Thousand Eight Five).

The relevant disclosures prescribed under the Companies Act, 2013 read with related rules thereto and the SEBI ICDR Regulations, as amended, are set out below:

A. The objects of the preferential issue

(Amount in Rs.)

Sr. No.	Objects of the Issue	Total estimated amount to be utilised for each of the Objects	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	The object of the issue is to discharge the purchase consideration payable for the acquisition of the SVR by acquiring 30,00,000 equity shares, representing 100% of the shareholding of SVR, from the Proposed Allottees	21,81,46,905/- by way of issuing 1,45,41,000 Equity shares at an Issue price of Rs. 15 each	Not Applicable – Share Swap
Total		**Rs. 21,81,46,905/-**	

B. Objective of the Acquisition of SVR Electro Projects Private Limited

Strategic Benefits to Aar Shyam India Investment Company Limited through acquisition of SVR Electro Projects Private Limited are:

i. **Business Growth:** Expand the company's size and customer base more quickly than through only organic growth.

ii. **Increase Market Share:** Gain a stronger competitive position by acquiring competitors or companies in related markets.

iii. **Diversification:** Enter new markets, industries, or product lines to reduce business risk.

iv. **Synergy:** Achieve cost savings or increased revenues by combining operations, resources and expertise.

v. **Access to New Technology:** Acquire innovative technologies, patents, or research capabilities.

vi. **Expand Geographic Presence:** Enter new regions or countries without starting operations from scratch.

vii. **Acquire Skilled Workforce:** Gain experienced employees, management talent, or specialized expertise.

viii. **Economies of Scale:** Lower production and operating costs through increased scale and efficiency.

ix. **Increase Profitability:** Improve financial performance by combining strengths and reducing unnecessary costs.

C. Rationale of the Acquisition of SVR Electro Projects Private Limited

The Board of Directors believes that the proposed acquisition of SVR is a strategic initiative aligned with the Company's long-term growth strategy of expanding its presence in the renewable energy and railway infrastructure sectors. SVR possesses experience and capabilities in the execution of solar energy projects and railway maintenance contracts, which are complementary to the Company's proposed business activities.

The acquisition is expected to enable the Company to strengthen its execution capabilities, diversify its revenue streams, expand its order book, and enhance its ability to participate in larger and more complex tenders issued by Central and State Government agencies, public sector undertakings, Indian Railways, metro rail corporations and other entities.

The proposed acquisition is anticipated to generate operational and commercial synergies through the integration of technical expertise, skilled manpower, project management capabilities, customer relationships, vendor networks and operational infrastructure.

Further, the acquisition will provide access to SVR's experience in solar EPC and allied renewable energy opportunities together with railway maintenance and allied infrastructure services, enabling the Company to capitalize on the increasing investments in clean energy, railway modernization, electrification, maintenance and related infrastructure development initiatives.

The Board has evaluated the strategic, commercial, financial, legal and regulatory aspects of the proposed acquisition and is of the opinion that the transaction is in the best interests of the Company and its stakeholders. The acquisition is expected to contribute positively to sustainable growth, long-term profitability and enhancement of shareholder value.

Accordingly, the Board recommends the proposed acquisition for the approval of the members by way of the proposed resolution.

D. Monitoring of Utilization of funds:

In terms of Regulation 162A(1) of the SEBI ICDR Regulations, if the issue size exceeds one hundred crore rupees, the issuer shall make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI.

However, the proposed preferential allotment of equity shares is being undertaken purely as a share swap arrangement, in consideration other than cash. Hence it does not entail any inflow or raising of fresh funds by the Company. The transaction merely involves the issuance of equity shares in exchange for existing shareholding of SSSPL, without any monetary subscription or capital infusion. Accordingly, no new proceeds are being generated through this preferential allotment.

In view of the above, the requirement for the appointment of a Monitoring Agency, as prescribed under Regulation 162A of the SEBI ICDR Regulations, is not applicable in the present case.

E. Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto 1,45,41,000 (One Hundred Forty-Five Lakhs Forty-One Thousand) Equity Shares for consideration other than cash, by way of way of swap of shares with shares of SVR Electro Projects Private Limited (SVR). The swap ratio is finalized at 4.847:1, i.e., 4.847 shares of the Company for 1 share of SVR to the existing Shareholders of SVR, aggregating upto Rs. 21,81,46,905 (Rupees Twenty-One Crore Eighty-One Lakh Forty-Six Thousand Nine Hundred Five Only).

F. Proposal / Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

1. The present promoters, directors (KMP) or senior management of the company are not subscribing this Offer.

2. Mr. Radha Krishna Avudari, Mrs. Sudha Rani Avudari, and Mr. Srikanth Nagabhyru through this preferential allotment of shares are acquiring 62.54% of the proposed enhanced equity share capital of the company and accordingly in compliance with Regulation 3(1) & 4 of the SEBI (SAST) Regulations, 2011 they are required to come out with Open-Offer.

G. Shareholding Pattern of the Company before and after the Preferential Issue:

I) The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 8 to this notice as per the resolution (including the assumption that the Acquirers will acquire 26% of the Expanded Paid-up Capital of the Company pursuant to the proposed Open-Offer under in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011):

SI. No.	Category	Pre-issue shareholding		Proposed issue	Post-issue shareholding *	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	No. of Equity Shares	% of Shareholding
A	**Promoters and Promoter Group Holding**					
1	**Indian**					
1a	Individuals/Hindu undivided Family	--	--		2,15,35,824^	95.82
1b	Body Corporate	12,16,068	40.54			
2	Foreign	--	--			
	Sub Total (A)	**12,16,068**	**40.54**		**2,15,35,824**	**95.82**
B	**Non-Promoter Holding**					
1	Institutions	**--**	**--**			
1a	Institutions (Domestic)	**--**	**--**			
1b	Institutions (Foreign)	**--**	**--**			
2	**Non – Institutions**					
2a	Individuals (share Capital up to Rs. 2 lakhs)	40,251	1.34		9,38,509	4.18
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	15,06,529	50.21	1,94,74,333		
2c	Non-Resident Indians (NRIs)	30,000	1.00			

2d	Bodies Corporate	2,07,152	6.91			
2e	Any Other (specify)					
	Sub-Total (B)	**17,83,932**	**59.46**	**1,94,74,333**	**9,38,509**	**4.18**
C1	Shares underlying DRs	**--**	**--**			
C2	Shares held by Employee Trust	**--**	**--**			
C	Non-Promoter – Non- Public	**--**	**--**			
	Grand Total (A+B+C)	**30,00,000**	**100.00**	**1,94,74,333**	**2,24,74,333**	**100.00**

Note: A Share Purchase Agreement ('SPA') has been entered on 21st August, 2026 between the Acquirer 1 and Selling Shareholder in terms of which, Selling Shareholder has agreed to sell 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares to Acquirer 1. Shares shall be transferred to Acquirer 1 in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Sr. No.	**Name of the Selling Shareholder**	**Name of Acquirer 1**	**No of shares to be transferred**
1.	Guruomega Private Limited	Radha Krishna Avudari	12,16,068

^ Includes:

a) 58,43,327 (Fifty Eight Lakhs Forty Three Thousand Three Hundred and Twenty Seven) Equity Shares being 26% of the Expanded Paid-Up Share Capital of the Company post the completion of the proposed Preferential Allotment of Equity Shares by the Company for cash as well for consideration other than cash;

b) 1,40,56,300 (One Crore Forty Lakhs Fifty Six Thousand Three Hundred) Equity Shares of the Company to be acquired by means of proposed Preferential Allotment of Equity Shares by the Company for consideration other than cash;

c) 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares of the Company to be acquired by means of the SPA; and

d) Existing shareholding of the Acquirer 1 i.e. 4,20,129 (Four Lakhs Twenty Thousand One Hundred and Twenty Nine) Equity Shares of the Company.

Note: In the event the Post Open-Offer shareholding of the New Promoters of the Company breaches the Minimum Public Shareholding norms as prescribed under the Securities Contracts (Regulation) Rules, 1957 (SCRR), the Promoters Shall endeavour to dilute their Shareholding to become compliant with the MPS norms of 25% minimum public shareholding.

II) The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 8 to this notice as per the resolution (excluding the assumption that the Acquirers will acquire 26% of the Expanded Paid-up Capital of the Company pursuant to the proposed Open-Offer under in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011):

SI. No.	**Category**	**Pre-issue shareholding**		**Proposed issue**	**Post-issue shareholding ***	
		No. of Equity Shares	**% of Shareholding**	**No. of Equity Shares**	**No. of Equity Shares**	**% of Shareholding**
A	**Promoters and Promoter Group Holding**					
1	**Indian**					
1a	Individuals/Hindu undivided Family	--	--		1,56,92,497 ^	69.82
1b	Body Corporate	12,16,068	40.54			
2	Foreign	--	--			
	Sub Total (A)	**12,16,068**	**40.54**		**1,56,92,497 ^**	**69.82**
B	**Non-Promoter Holding**					
1	Institutions	**--**	**--**			
1a	Institutions (Domestic)	**--**	**--**			
1b	Institutions (Foreign)	**--**	**--**			
2	**Non – Institutions**					
2a	Individuals (share Capital up to Rs. 2 lakhs)	40,251	1.34		67,81,836	30.18
2b	Individuals (share Capital in excess of Rs. 2	15,06,529	50.21	1,94,74,333		

	lakhs)					
2c	Non-Resident Indians (NRIs)	30,000	1.00			
2d	Bodies Corporate	2,07,152	6.91			
2e	Any Other (specify)					
	Sub-Total (B)	**17,83,932**	**59.46**	**1,94,74,333**	**67,81,836**	**30.18**
C1	Shares underlying DRs	**--**	**--**			
C2	Shares held by Employee Trust	**--**	**--**			
C	Non-Promoter – Non- Public	**--**	**--**			
	Grand Total (A+B+C)	**30,00,000**	**100.00**	**1,94,74,333**	**2,24,74,333**	**100.00**

Note: A Share Purchase Agreement ('SPA') has been entered on 21st August, 2026 between the Acquirer 1 and Selling Shareholder in terms of which, Selling Shareholder has agreed to sell 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares to Acquirer 1. Shares shall be transferred to Acquirer 1 in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Sr. No.	Name of the Selling Shareholder	Name of Acquirer 1	No of shares to be transferred
1.	Guruomega Private Limited	Radha Krishna Avudari	12,16,068

^ Includes:

a. 1,40,56,300 (One Crore Forty Lakhs Fifty Six Thousand Three Hundred) Equity Shares of the Company to be acquired by means of proposed Preferential Allotment of Equity Shares by the Company for consideration other than cash;

b. 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares of the Company to be acquired by means of the SPA; and

c. Existing shareholding of the Acquirer 1 i.e. 4,20,129 (Four Lakhs Twenty Thousand One Hundred and Twenty Nine) Equity Shares of the Company.

H. Proposed time frame within which the preferential issue of Equity shares shall be completed

In terms of provisions contained under SEBI ICDR Regulations the Equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of the special resolution by the

Members, provided that where the allotment of Equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on BSE Limited ("BSE") ("Stock Exchange"), the allotment is subject to receipt of in-principle approval from the Stock Exchange, the allotment of Equity shares pursuant to the preferential issue shall be completed within 15 (Fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

I. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed equity shares allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment

The Equity shares are proposed to be allotted to Persons other than the existing Promoters of the Company. The details of the proposed allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No	**Proposed Allottees**	**Ultimate Beneficial Owners of the proposed allottees**	**Pre-Preferential issue**		**Issue of Equity shares**	**Post-Preferential issue**	
			Number of Shares	**%**		**Number of Shares**	**%**
1	Radha Krishna Avudari	Not applicable, since the allottee is a natural person	4,20,129	14.00	1,03,24,110		
2	Sudha Rani Avudari	Not applicable, since the allottee is a natural person	-		30,05,140	2,15,35,824 ^	95.82 %
3	Srikanth Nagabhyru	Not applicable, since the	-		7,27,050		

		allottee is a natural person					

^ *Includes:*

a) 58,43,327 (Fifty Eight Lakhs Forty Three Thousand Three Hundred and Twenty Seven) Equity Shares being 26% of the Expanded Paid-Up Share Capital of the Company post the completion of the proposed Preferential Allotment of Equity Shares by the Company for cash as well for consideration other than cash;

b) 1,40,56,300 (One Crore Forty Lakhs Fifty Six Thousand Three Hundred) Equity Shares of the Company to be acquired by means of proposed Preferential Allotment of Equity Shares by the Company for consideration other than cash;

c) 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares of the Company to be acquired by means of the SPA; and

d) Existing shareholding of the Acquirer 1 i.e. 4,20,129 (Four Lakhs Twenty Thousand One Hundred and Twenty Nine) Equity Shares of the Company.

J. Change in control

- Mr. Radha Krishna Avudari, Mrs. Sudha Rani Avudari and Mr. Srikanth Nagabhyru through this preferential allotment of shares acquiring 62.54% of the proposed emerging paid-up capital of the Company.

- Mr. Radha Krishna Avudari will acquire 12,16,068 (5.41% of the proposed emerging paid-up capital of the Company) Equity Shares by way of SPA entered with one of the existing Promoters.

- Mr. Radha Krishna Avudari, Mrs. Sudha Rani Avudari and Mr. Srikanth Nagabhyru, in compliance with Regulation 3 (1) & 4 of the SEBI (SAST) Regulations, 2011, have given an Open-Offer which is presently pending for completion before the regulator SEBI. There will be change in control post completion of the proposed Open-Offer.

K. The price at which the allotment is proposed and the basis on which the price has been arrived at

The Equity shares of Company are listed at BSE Limited. In terms of Regulation 164(5) of the SEBI (ICDR) Regulations, the Shares of the Company are not frequently traded on the said Stock Exchange; therefore, the aforesaid Equity shares will be allotted in accordance with the price determined in terms of Regulation 165 of the SEBI (ICDR) Regulations. As per the said Regulation, if the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent Registered Valuer to the stock exchange where the Equity Shares of the issuer are listed.

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI ICDR Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Corporate Office of the Company and the said Certificate can be found on the website of the Company at the following link https://www.aarshyam.in/.

In accordance with the foregoing, the pricing of the Equity shares to be allotted on preferential basis is Rs. 15/- (Rupees Fifteen Only) per Equity share.

L. Relevant Date

In accordance with SEBI ICDR Regulations, the "Relevant Date" for the purpose of determining the issue price of the Equity shares shall be August 21, 2026, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Annual General Meeting of the Company, i.e. September 21, 2026.

M. Lock in

The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

N. Practicing Company Secretary Certificate

The Certificate issued by M/s G Aakash & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Annual General Meeting of the Company i.e. September 21, 2026, and the said certificate may be accessed on the Company's website at the link: https://www.aarshyam.in/

O. Undertakings

The Company hereby undertakes that:

a. It would re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

b. The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI (ICDR) Regulations, the afore referred to Equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

c. Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI (ICDR) Regulations.

d. Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.

e. The Company has obtained a valuation report from Anil Rustgi, Registered Valuer having office at 524, Tower 6, HEWO I, Sector 56, Gurgaon – 122011, Reg No: IBBI/RV/05/2019/12313 as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Equity shares to be allotted pursuant to the proposed Preferential Allotment.

f. The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI (ICDR) Regulations.

g. The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

h. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

P. Details of Current and proposed status of the allottees in Preferential issue are as follows:

S. No.	**Proposed Allottees**	**Category**	**Proposed Category**
1	Radha Krishna Avudari	Non-Promoter	Promoter
2	Sudha Rani Avudari	Non-Promoter	Promoter Group
3	Srikanth Nagabhyru	Non-Promoter	Promoter Group

Item No. 9:

ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS IN CASH

The Members are hereby informed that the Company requires infusion of funds to meet the objects as mentioned below including general corporate purposes.

Hence, to ensure the smooth flow of the business, the Board of Directors of the Company in their meeting held on Friday, 21 August, 2026 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, proposed to issue and allotment of upto 49,33,333 (Forty-Nine Lakhs Thirty-Three Thousand Three Hundred and Thirty-Three) Equity Shares ("Shares") of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 15/- (Rupees Fifteen Only) per Equity Share (including a premium of Rs. 5/- Rupees Five Only) ("Preferential Allotment Price"), aggregating to Rs. 7,39,99,995/- (Rupees Seven Crore Thirty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Five Only) on preferential and private placement basis subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

Full consideration of Equity Shares shall be paid by the allottees at the time of allotment of such Equity Shares.

The terms and conditions of the Preferential Allotment of Shares are as stated in the Resolution.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

A. The objects of the preferential issue:

i. The preferential issue comprises of up to 49,33,333 (Forty Nine Lakhs Thirty Three Thousand and Three Hundred and Thirty Three only) Equity Shares of Face value Rs. 10 each for cash at a price of Rs. 15 (Rupees Fifteen only) aggregating upto Rs. 7,39,99,995 (Rupees Seven Crore Thirty Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Five) only.

Company intends to utilize the proceeds raised through the Issue towards the following objects:

S. No	Particulars	Amount in Rs.
1)	To invest/infuse funds in a Company to be acquired as a wholly owned subsidiary (SVR Electro Projects Private Limited) towards repayment of certain loans and purchase of Plant and Machinery dedicated to Railway Contract Works etc.	5,90,00,000
2)	General Corporate Purposes	1,49,99,995
	TOTAL	**7,39,99,995**

i. **Repayment of loans of SVR Electro Projects Private Limited**: As part of debt calibration and consolidation, moderation of financing costs, SVR Electro Projects Private Limited proposes to repay/prepay the facilities outstanding with NSIC and Axis Bank aggregating upto INR 3,90,00,000 only. This will improve the operational margins of SVR Electro Projects Private Limited which in turn will maximise the wealth of all the stakeholders of our Company.

Particulars	Amount in Rs.
Repayment of existing debt obligations with National Small Industries Corporation (NSIC)	2,90,00,000
Partial repayment of existing debt obligations with Axis Bank Limited	1,00,00,000
Total	**3,90,00,000**

ii. **Details of Capital Expenditure for purchase of Plant and Machinery proposed to be acquired for Railway contracts**

Sr. No.	Description of Machines	Specifications	Amount (INR)
1	**High Pressure Jet**	High Pressure Jet Machine, Engine power: 11 to 13 HP, up to 250 Bar, Motor Capacity: 7 HP, 1500 Watt, flow rate: 12 Ltr/Min, Water storage tank capacity: 200 ltrs.	22,00,416
2	**Ride on Scrubber drier**	ROOTS Scrub RB800, Ride-on Battery Powered Scrubber Drier	48,93,462
3	**Ride on Sweeper**	ROOTS Sweep- RB100, Battery-Powered Ride-On Sweeper	47,94,072
4	**Battery operated Push walk behind scrubber drier**	ROOTS Scrub B4545, Walk behind scrubber drier LA Battery operated	20,25,976
5	**Electrically Operated Push Behind Scrubber Machine**	ROOTS Scrub E4545, Walk behind scrubber drier Electrically operated	17,68,878
6	**Wet & Dry Vacuum Cleaner**	Wet and dry vacuum cleaner with standard accessories with 27 ltrs container capacity	6,84,460
7	**Single Disc Floor**	Single Disc Scrubber with scrubbing brush and pad holder	9,22,240

	Scrubbing Machine	Working width (mm) : 430,Workingheight (mm) : 90,	
8	**Mobile Evacuation Machine**	Trolley Mounted mobile sewage evacuation machine for bio toilet waste disposal.	25,38,000
9	**Backpack vacuum cleaner**	Back Pack Vaccum Cleaner with Filter Bag (69043160) Dry Vaccum Cleaner, Light, Easy to use for Vaccum cleaning machine	1,72,496
		TOTAL	**2,00,00,000**

iii.General Corporate Purposes

Company intends to deploy the balance Issue Proceeds aggregating to Rs. 1,49,99,995 towards general corporate purposes to drive business growth, including, amongst other things, (i) funding growth opportunities, including strategic initiatives; (ii) acquiring assets, such as plant and machinery, furniture and fixtures, and intangibles; (iii) working capital requirements; (iv) meeting of exigencies which our Company may face in the course of any business; (v) brand building and other marketing expenses; and (vi) any other purpose as permitted by applicable laws.

B. Monitoring of Utilization of funds:

The requirement for the appointment of a Monitoring Agency, as prescribed under Regulation 162A of the SEBI (ICDR) Regulations, is not applicable in the present case since the issue size does not exceed Rupees One Hundred Crores, the issuer shall make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI.

C. Type and number of securities to be issued

It is proposed to issue and allot in aggregate and upto 49,33,333 (Forty-Nine Lakhs Thirty-Three Thousand Three Hundred and Thirty-Three) Equity Shares for cash at an issue price of Rs. 15/- (Rupees Fifteen Only) ("Issue Price") per Share each, aggregating to Rs. 7,39,99,995/- (Rupees Seven Crore Thirty-Nine Lakhs Ninety-Nine Thousand Nine Hundred Ninety-Five Only)

D. Proposal / Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the existing Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

E. Shareholding Pattern of the Company before and after the Preferential Issue:

The table mentioned below shows the expected shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 9 to this notice as per the resolution (including the assumption that the Acquirers will acquire 26% of the Expanded Paid-up Capital of the Company pursuant to the proposed Open-Offer under in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011):

SI. No.	**Category**	**Pre-issue shareholding**		**Proposed issue**	**Post-issue shareholding ***	
		No. of Equity Shares	**% of Shareholding**	**No. of Equity Shares**	**No. of Equity Shares**	**% of Shareholding**
A	**Promoters and Promoter Group Holding**					
1	**Indian**					
1a	Individuals/Hindu undivided Family	--	--		2,15,35,824^	95.82
1b	Body Corporate	12,16,068	40.54			
2	Foreign	--	--			
	Sub Total (A)	**12,16,068**	**40.54**		**2,15,35,824**	**95.82**
B	**Non-Promoter Holding**					
1	Institutions	**--**	**--**			
1a	Institutions (Domestic)	**--**	**--**			
1b	Institutions (Foreign)	**--**	**--**			
2	**Non – Institutions**					
2a	Individuals (share	40,251	1.34		9,38,509	4.18

	Capital up to Rs. 2 lakhs)					
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	15,06,529	50.21	1,94,74,333		
2c	Non-Resident Indians (NRIs)	30,000	1.00			
2d	Bodies Corporate	2,07,152	6.91			
2e	Any Other (specify)					
	Sub-Total (B)	**17,83,932**	**59.46**	**1,94,74,333**	**9,38,509**	**4.18**
C1	Shares underlying DRs	**--**	**--**			
C2	Shares held by Employee Trust	**--**	**--**			
C	Non-Promoter – Non-Public	**--**	**--**			
	Grand Total (A+B+C)	**30,00,000**	**100.00**	**1,94,74,333**	**2,24,74,333**	**100.00**

Note: A Share Purchase Agreement ('SPA') has been entered on 21st August, 2026 between the Acquirer 1 and Selling Shareholder in terms of which, Selling Shareholder has agreed to sell 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares to Acquirer 1. Shares shall be transferred to Acquirer 1 in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Sr. No.	**Name of the Selling Shareholder**	**Name of Acquirer 1**	**No of shares to be transferred**

1.	Guruomega Private Limited	Radha Krishna Avudari	12,16,068

^ Includes:

a) 58,43,327 (Fifty Eight Lakhs Forty Three Thousand Three Hundred and Twenty Seven) Equity Shares being 26% of the Expanded Paid-Up Share Capital of the Company post the completion of the proposed Preferential Allotment of Equity Shares by the Company for cash as well for consideration other than cash;

b) 1,40,56,300 (One Crore Forty Lakhs Fifty Six Thousand Three Hundred) Equity Shares of the Company to be acquired by means of proposed Preferential Allotment of Equity Shares by the Company for consideration other than cash;

c) 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares of the Company to be acquired by means of the SPA; and

d) Existing shareholding of the Acquirer 1 i.e. 4,20,129 (Four Lakhs Twenty Thousand One Hundred and Twenty Nine) Equity Shares of the Company.

Note: In the event the Post Open-Offer shareholding of the New Promoters of the Company breaches the Minimum Public Shareholding norms as prescribed under the Securities Contracts (Regulation) Rules, 1957 (SCRR), the Promoters Shall endeavour to dilute their Shareholding to become compliant with the MPS norms of 25% minimum public shareholding.

Shareholding pattern of the Company consequent to issue of Equity Shares as per resolution at Item No. 9 to this notice as per the resolution (excluding the assumption that the Acquirers will acquire 26% of the Expanded Paid-up Capital of the Company pursuant to the proposed Open-Offer under in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011):

SI. No.	**Category**	**Pre-issue shareholding**		**Proposed issue**	**Post-issue shareholding ***	
		No. of Equity Shares	**% of Shareholding**	**No. of Equity Shares**	**No. of Equity Shares**	**% of Shareholding**
A	**Promoters and Promoter Group Holding**					
1	**Indian**					
1a	Individuals/Hindu undivided Family	--	--		1,56,92,497 ^	69.82

1b	Body Corporate	12,16,068	40.54			
2	Foreign	--	--			
	Sub Total (A)	**12,16,068**	**40.54**		**1,56,92,497 ^**	**69.82**
B	**Non-Promoter Holding**					
1	Institutions	**--**	**--**			
1a	Institutions (Domestic)	**--**	**--**			
1b	Institutions (Foreign)	**--**	**--**			
2	**Non – Institutions**					
2a	Individuals (share Capital up to Rs. 2 lakhs)	40,251	1.34		67,81,836	30.18
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	15,06,529	50.21	1,94,74,333		
2c	Non-Resident Indians (NRIs)	30,000	1.00			
2d	Bodies Corporate	2,07,152	6.91			
2e	Any Other (specify)					
	Sub-Total (B)	**17,83,932**	**59.46**	**1,94,74,333**	**67,81,836**	**30.18**
C1	Shares underlying DRs	**--**	**--**			
C2	Shares held by Employee Trust	**--**	**--**			
C	Non-Promoter – Non- Public	**--**	**--**			
	Grand Total (A+B+C)	**30,00,000**	**100.00**	**1,94,74,333**	**2,24,74,333**	**100.00**

Note: A Share Purchase Agreement ('SPA') has been entered on 21st August, 2026 between the Acquirer 1 and Selling Shareholder in terms of which, Selling Shareholder has agreed to sell 12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares to Acquirer 1. Shares shall be transferred to Acquirer 1 in line with the applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011.

Sr. No.	Name of the Selling Shareholder	Name of Acquirer 1	No of shares to be transferred
1.	Guruomega Private Limited	Radha Krishna Avudari	12,16,068

^ *Includes:*

a. *1,40,56,300 (One Crore Forty Lakhs Fifty Six Thousand Three Hundred) Equity Shares of the Company to be acquired by means of proposed Preferential Allotment of Equity Shares by the Company for consideration other than cash;*

b. *12,16,068 (Twelve Lakhs Sixteen Thousand and Sixty-Eight) Equity Shares of the Company to be acquired by means of the SPA; and*

c. *Existing shareholding of the Acquirer 1 i.e. 4,20,129 (Four Lakhs Twenty Thousand One Hundred and Twenty Nine) Equity Shares of the Company.*

F. Proposed time frame within which the preferential issue of Equity shares shall be completed

In terms of provisions contained under SEBI (ICDR) Regulations the Equity shares shall be allotted within a period of 15 (fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

Since the Equity Shares of the Company are listed on BSE Limited ("BSE") ("Stock Exchange"), the allotment is subject to receipt of in-principle approval from the Stock Exchange, the allotment of Equity shares pursuant to the preferential issue shall be completed within 15 (fifteen) days from the date of passing of special resolution or receipt of in-principle approval from the Stock Exchange, whichever is later.

G. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment along with the category - (Promotor/Non-Promotor)

The Shares are proposed to be allotted to persons other than promoters / promoter group of the Company. The details of the proposed allottees are as per the following table. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sr. No	Proposed Allottees	Ultimate Beneficial Owners of the proposed allottees and category	Pre-Preferential issue		Issue of Equity shares	Post-Preferential issue	
			Number of Shares	%		Number of Shares	%
1.	Jhansi Sanivarapu	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	12,00,000	12,00,000	5.34
2.	Naveen Babu Kommineni	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	7,20,000	7,20,000	3.20
3.	Bhanupriya Manam	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	5,33,333	5,33,333	2.37
4.	Tanikonda Giribabu	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	4,20,000	4,20,000	1.87
5.	Shaik Mahammad Sohail	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	4,00,000	4,00,000	1.78
6.	Boreddy Venkata Jatin Reddy	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	3,00,000	3,00,000	1.33
7.	A V A Pavan Kumar	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	3,00,000	3,00,000	1.33
8.	Chava Swetha	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	2,75,000	2,75,000	1.22
9.	Puttagunta Lavanya	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	2,75,000	2,75,000	1.22
10.	S Kavitha	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	1,15,000	1,15,000	0.51
11.	Shyam Prasad Reddy	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	1,15,000	1,15,000	0.51

	Mallemaala						
12.	Amarthaluri Rajani	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	1,00,000	1,00,000	0.44
13.	Kandula Sudheer	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	80,000	80,000	0.36
14.	Thotti Reddy Santosh Kumar Reddy	• Not applicable, since the allottee is a natural person • Non Promotor	-	-	50,000	50,000	0.22
15.	Neha Kankariya	• Not applicable, since the allottee is a natural person • Non Promotor			50,000	50,000	0.22
	Total				**49,33,333**	**49,33,333**	**21.95**

H. Change in control

There shall be no change in management or control of the Company pursuant to issue of Equity shares for consideration in Cash except as mentioned in the previous Agenda Item.

I. The price at which the allotment is proposed and the basis on which the price has been arrived at

In terms of Regulation 164 of the SEBI (ICDR) Regulations, the Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

A Certificate from Independent Valuer confirming the minimum price for the preferential issue as per provisions contained under Chapter V of SEBI (ICDR) Regulations along with the calculation thereof has been obtained by the Company and the same shall be made available for inspection at the Registered Office of the Company and the said Certificate can be found on the website of the Company at the following link www.aarshyam.in

In accordance with the foregoing, the pricing of the Equity shares to be allotted on preferential basis is Rs 15/- (Rupees Fifteen Only) per Equity share.

J. Relevant Date

In accordance with SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the issue price of the Equity shares shall be August 21, 2026, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the date of the ensuing Annual

General Meeting of the Company, i.e. September 21, 2026.

K. Lock in

The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations. Further, the entire pre-issue shareholding of the proposed allottees, if any, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.

L. Practicing Company Secretary Certificate

The Certificate issued by M/s G Aakash & Associates, Company Secretaries certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, shall be open for inspection at the registered office of the Company between 11:00 am to 1:00 pm on all working days except, Saturday, Sunday and National Holiday until the date of the ensuing Annual General Meeting of the Company i.e. 21st September 2026, and the said certificate may be accessed on the Company's website at the link: https://www.aarshyam.in/

M. Undertakings

The Company hereby undertakes that:

(i) It would re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR)Regulations, where it is so required;

(ii) The amount payable, if any, on account of the re-computation of price is not paid within the time stipulated under the SEBI (ICDR) Regulations, the afore referred to Equity shares shall continue to be locked-in till the time such amount is paid by the allottees.

(iii) Neither the Company nor its Directors or Promoters have been declared as willful defaulters in terms of the SEBI (ICDR) Regulations.

(iv) Neither the Company nor its Directors or Promoters have been declared as fugitive economic offenders under Fugitive Economic Offender Act, 2018.

(v) The Company has obtained a valuation report from Anil Rustgi, Registered Valuer having office at 524, Tower 6, HEWO I, Sector 56, Gurgaon – 122011, Reg No: IBBI/RV/05/2019/12313, as per the provisions of rule 13 Rule of the Companies (Share Capital and Debentures) Rules, 2014, for determining the issue price of the Equity shares to be allotted pursuant to the proposed Preferential Allotment.

(vi) The Company is eligible to make the Preferential Allotment to its Promoter under Chapter V of the SEBI (ICDR) Regulations.

(vii) The Proposed Allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

(viii) The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

N. Details of Current and proposed status of the allottees in Preferential issue are as follows:

S. No.	Proposed Allottees	Current Category	Proposed Category
1.	Jhansi Sanivarapu	Non- Promoter	Non- Promoter
2.	Naveen Babu Kommineni	Non- Promoter	Non- Promoter
3.	Bhanupriya Manam	Non- Promoter	Non- Promoter
4.	Tanikonda Giribabu	Non- Promoter	Non- Promoter
5.	Shaik Mahammad Sohail	Non- Promoter	Non- Promoter
6.	Boreddy Venkata Jatin Reddy	Non- Promoter	Non- Promoter
7.	A V A Pavan Kumar	Non- Promoter	Non- Promoter
8.	Chava Swetha	Non- Promoter	Non- Promoter
9.	Puttagunta Lavanya	Non- Promoter	Non- Promoter
10.	S Kavitha	Non- Promoter	Non- Promoter
11.	Shyam Prasad Reddy Mallemaala	Non- Promoter	Non- Promoter
12.	Amarthaluri Rajani	Non- Promoter	Non- Promoter
13.	Kandula Sudheer	Non- Promoter	Non- Promoter
14.	Thotti Reddy Santosh Kumar Reddy	Non- Promoter	Non- Promoter
15.	Neha Kankariya	Non- Promoter	Non- Promoter

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 9 as a special resolution.

Item No. 11:

APPOINTMENT OF MS. PERLA PAVANI (DIN: 11013729) AS MANAGING DIRECTOR OF THE COMPANY

The members may note that Ms. Perla Pavani (DIN: 11013729) was inducted into Board as an Additional Director of the company, with effect from 14th May 2026 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

The Board of Directors in its meeting held on 14th May 2026, subject to the approval of the Shareholders, and upon the recommendation of Nomination and Remuneration committee appointed Ms. Perla Pavani (DIN: 11013729) as Managing Director of the Company with effect from 14th May

2026 for a period of 3 years at a remuneration of Rs. 50,000 /- p.m. with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Ms. Perla Pavani in this behalf.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

Except Ms. Perla Pavani, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Disclosure as required under Schedule V of the Companies Act, 2013 is given as under:

I. <u>GENERAL INFORMATION:</u>

Nature of industry	Diversified Business activity
Date or expected date of commencement of services	24-02-1983
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial performance based on given indications:

Particulars	**2025-26 (Rs. in lakhs)**	**2024-25 (Rs. in lakhs)**	**2023-24 (Rs. in lakhs)**
Total Turnover	9.63	28.23	27.72
Net profit/ (Loss) after Tax	(83.36)	(2.20)	(38.50)

Foreign investments or collaborations, if any:	**Not Applicable**

II. <u>INFORMATION ABOUT THE APPOINTEE:</u>

1.	**Background Details:** Ms. Perla Pavani holds a Bachelor of Technology (B.Tech) degree in Computer Science. She possesses knowledge in technology, computer applications.
2.	**Past Remuneration:** Not Applicable
3.	**Recognition or awards:** Not Applicable
4.	**Job Profile and her suitability:** Ms. Perla Pavani holds a Bachelor of Technology

	(B.Tech) degree in Computer Science. She possesses knowledge in technology, computer applications.
5.	**Remuneration proposed:** Rs.50,000/- per month
6.	**Comparative remuneration profile with respect to industry, size of the Company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of her origin):** Taking into consideration of the size of the Company, the profile of Ms. Perla Pavani and the responsibilities shouldered on her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial positions in other companies.
7.	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** None
8.	**Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years:** None

III. <u>OTHER INFORMATION:</u>

1.	**Reasons for inadequate profits:** The Company is in the mode of expansion of the business which generally requires spending lot of money upfront leading to minimal profits in the initial years. All this expenditure will result in considerable revenue enhancements in the near future.
2.	**Steps taken or proposed to be taken for improvement:** Necessary efforts are being made for the growth of the business as well as the profitability.
3.	**Expected increase in productivity and profit in measurable terms:** The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future with the proposed strategic acquisition of SVR Electro Projects Private Limited

Details of Directors seeking appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Ms. Perla Pavani
DIN	11013729
Date of Birth	27/04/1999
Date of first appointment	14th May, 2026
Brief Resume, Qualification and Experience	Ms. Perla Pavani holds a Bachelor of Technology (B.Tech) degree in Computer Science. She possesses

	knowledge in technology, computer applications.
Board Meetings attended during the year	Not Applicable
Nature of Expertise in specific functional areas	Perla Pavani holds a Bachelor of Technology (B.Tech) degree in Computer Science. She possesses knowledge in technology, computer applications.
Names of Listed entities in which the person also holds Directorship and the membership of Committees of board along with listed entities from which the person has resigned in the past three years	None.
Terms and conditions of appointment	Appointment as Managing Director of the Company w.e.f. 14.05.2026 for a period of 3 years
Number of shares held in the Company	Nil
Remuneration drawn, if any Relationships between Directors inter se	Nil
Directorships held in other companies (excluding Foreign Companies)	NIL
Memberships/ Chairpersonships of committees of other companies	NIL

Item No. 12:

REGULARIZATION OF MS. POOJA MANISH PANDEY (DIN: 11607151) BY APPOINTING HER AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors in its meeting held on 20th May 2026, subject to the approval of the Shareholders, and upon the recommendation of Nomination and Remuneration committee appointed Ms. Pooja Manish Pandey (DIN:11607151) as an Additional Director (Independent Category) of the Company, in accordance with applicable laws, including Sections 149 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), along with the rules made thereunder, including the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended ("Companies Act")and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") each as amended, and other applicable provisions thereof, if any, and pursuant to the provisions of the articles of association of the Company. In this connection, the board of directors of the Company (the "Board") is of the opinion that Ms. Pooja Manish Pandey fulfils the criteria for independent directors, as set out in the Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Ms. Pooja Manish Pandey is independent of the management of the Company.

The proposed Independent Directors have submitted a declaration that they meet the criteria for appointment as an independent director. Further, the Company has received the consent in writing from Ms. Pooja Manish Pandey to act as a Director in Form DIR-2, intimation to the effect that she is not disqualified to be appointed as a Director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

The Board has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The Board recommends the Special Resolutions set out at Item No. 11 of the Notice for approval by the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, directly/ indirectly concerned or interested, financially or otherwise, in the resolution set out in the Notice.

Details of Directors seeking appointment at the Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Ms. Pooja Manish Pandey
DIN	11607151
Date of Birth	05-02-1987
Date of first appointment	20th May, 2026
Brief Resume, Qualification and Experience	Ms. Pooja Manish Pandey is an Associate member of ICSI and Law Graduate from Rizvi Law College, Mumbai University.
Board Meetings attended during the year	Not Applicable
Expertise in specific functional areas	Ms. Pooja Manish Pandey is an Associate member of ICSI and Law Graduate from Rizvi Law College, Mumbai University.
Names of Listed entities in which the person also holds Directorship and the	None.

membership of Committees of board along with listed entities from which the person has resigned in the past three years	
Terms and conditions of appointment	Appointment as Independent Director of the Company w.e.f. 20.05.2026 for a period of 5 years.
Number of shares held in the Company	Nil
Remuneration drawn, if any Relationships between Directors inter se	Nil
Directorships held in other companies (excluding Foreign Companies)	NIL
Memberships/ Chairpersonships of committees of other companies	NIL

Item No. 13:

Shifting of Registered Office of the Company From The Jurisdiction of Registrar of Companies, National Capital Territory of Delhi-II to The Jurisdiction of Registrar of Companies, National Capital Territory Of Delhi-I

Presently, the Company's Registered Office is situated at 'Space No. 920, Kirti Shikhar Building, District Centre, Janakpuri B-1, New Delhi, India, 110058', falling within the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi-II (ROC Delhi-II). The Board of Directors of the Company vide authorisation dated August 21, 2026, subject to all applicable regulatory approvals, approved the shifting of the Registered Office of the Company within National Capital Territory of Delhi, from Space No. 920, Kirti Shikhar Building, District Centre, Janakpuri B-1, New Delhi, India, 110058, falling within the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi - II to 4th floor, Office No. 403, Plot No. 5, City Centre Mall, South West Delhi, New Delhi-110078 or such other place as may fall under the jurisdiction of the Registrar of Companies, National Capital Territory of Delhi-I. Shifting of the Registered Office at new location with better infrastructure will enable the Company to achieve better administrative control, supervision, convenience, and conduct of business more viably and efficiently. The proposed shifting will not result in any change in its business activities, obligations, or the rights of the shareholders. Furthermore, the relocation of the registered office shall not have any adverse impact on the employees, creditors, or any other stakeholders of the Company.

As per provisions of Section 12 and other applicable provisions, if any, of the Act and rules made thereunder, such shifting of Registered Office requires the Company to obtain necessary approval of the Shareholders by way of Special Resolution and confirmation from Central Government through Regional Director, Northern Region/ or any other authority as may be prescribed.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 12 of this Notice, for the approval of the Members of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of this Notice.

Item No. 14

TO CHANGE THE NAME AND OTHER CLAUSES OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on August 21, 2026, has considered and approved a proposal to change the name of the Company. This decision is in alignment with the revised objects of the Company, which are also proposed for approval in the same Board Meeting. The proposed new name better reflects the strategic direction and future business activities the Company intends to pursue.

The proposed change in name and amendments to the Memorandum and Articles of Association are subject to the approval of the shareholders by way of a special resolution at the ensuing Annual General Meeting (AGM) scheduled to be held on September 21, 2026, and further subject to the approval of the Registrar of Companies and any other regulatory authorities as may be necessary.

The Board recommends the resolution(s) for approval of the shareholders as being in the best interest of the Company.

None of the Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 13 of this Notice, for the approval of the Members of the Company.

For and on behalf of the Board of Directors
For Aar Shyam India Investment Company Limited

Perla Pavani
Digitally signed by Perla Pavani
Date: 2026.08.26 15:10:31 +05'30'

Date: 26.08.2026
Place: Delhi

Perla Pavani
Director
(DIN: 11013729)