AEQUS
ecosystems of efficiency

September 29, 2026

To,

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Scrip Symbol: **AEQUS**

BSE Limited,
20th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400 001
BSE Scrip Code: **544634**

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extra-Ordinary General Meeting of Members.

Dear Sir/ Ma'am,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extra-Ordinary General Meeting ("EGM") of the Company will be held on Thursday, October 22, 2026, at 04:30 p.m. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ("OAVM"). We are submitting herewith the Notice of Extra-Ordinary General Meeting of the Company along with explanatory statement, which is sent through electronic mode to the Members of the Company, whose e-mail addresses are registered with the Company/Depositories.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. Below is the Remote E-Voting Schedule:-

Particulars	Date & Time
Commencement of E-voting	Monday, October 19, 2026, at 9:00 a.m. (IST)
End of E-voting	Wednesday, October 21, 2026, at 5:00 p.m. (IST)

The copy of the said EGM Notice and the above announcement will also be made available on the website of the Company i.e. **https://www.aequs.com/investor/**.

Thanking You,

For Aequs Limited
RAVI MALLIKARJUN HUGAR
Digitally signed by RAVI MALLIKARJUN HUGAR
Date: 2026.09.29 19:54:42 +05'30'

Ravi Mallikarjun Hugar
Company Secretary & Compliance Officer
Membership Number: A20823

Encl.: As above

AEQUS LIMITED
NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING
Corporate Identification Number – L80302KA2000PLC026760
Registered Office: Aequs Tower, No. 55, Whitefield Main Road, Mahadevapura Post, Bengaluru – 560048, Karnataka, India
Tel.: + 91 080 61348000 **Website**: www.aequs.com; **Email**: investor.relations@aequs.com

NOTICE is hereby given that the Extra-Ordinary General Meeting ("EGM") of the Members of **AEQUS LIMITED** ("the Company") will be held on Thursday, October 22, 2026, at 04:30 P.M. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following Special Business in conformity with the regulatory provisions and the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India:

ITEM NO. 1:

TO OFFER, ISSUE AND ALLOT WARRANTS CONVERTIBLE INTO EQUITY SHARES TO MELLWOOD TRUSTEE SERVICES PRIVATE LIMITED (TRUSTEE OF MELLIGERI PRIVATE FAMILY FOUNDATION, PROMOTER OF THE COMPANY), ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the 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 made 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 Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited ('Stock Exchanges') on which the equity shares having face value of INR 10/- (Indian Rupees Ten only) each of the Company ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory 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 such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board is hereby authorised to accept, the consent and approval of the Members be and is hereby accorded to the Board (hereinafter referred to as the 'Board' which term shall include the Administrative Committee constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create, offer, issue and allot, from time to time in one or more tranches, the following securities to Mellwood Trustee Services Private Limited (Trustee of Melligeri Private Family Foundation, Promoter of the Company) ("Proposed Allottee"), on a preferential basis ('Preferential Issue'):

- Up to 28,071,690 (Twenty-Eight Million Seventy-One Thousand Six Hundred Ninety) Warrants convertible into Equity Shares (''Warrants''), each carrying a right to subscribe to one Equity Share per Warrant, at a price of INR 231.55/- (Indian Rupees Two Hundred Thirty-One and Paise Fifty-Five only) each (including a premium of INR 221.55/- (Indian Rupees Two Hundred Twenty-One and Paise Fifty-Five only) each per Warrant ("Warrant Price"), aggregating to INR 6,499,999,819.50/- (Indian Rupees Six Billion Four Hundred Ninety-Nine Million Nine Hundred Ninety-Nine Thousand Eight Hundred Nineteen and Paise Fifty only)

on such terms and conditions as may be determined by the Board in accordance with SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations the "Relevant Date" for the purpose of determination of the floor price for the Preferential Issue of Warrants is Tuesday, September 22, 2026, being the date 30 days prior to the date of Extraordinary General Meeting i.e., Thursday, October 22, 2026.

RESOLVED FURTHER THAT the issue of Warrants and allotment of Equity Shares pursuant to the exercise of option to convert the Warrants into Equity Shares, shall be subject to the terms and conditions as set out herein, and on such other terms as the Board/ Administrative Committee may determine from time to time subject to applicable laws and regulations, including the provisions of Chapter V of SEBI (ICDR) Regulations and the Act:

a) The Warrant holder shall be entitled to apply for and be allotted one Equity Share against each Warrant,

b) An amount of INR 115.78/- (Indian Rupees One Hundred Fifteen and Paise Seventy-Eight only) per Warrant, being not less than 50% (Fifty per cent) of the Warrant Issue Price, aggregating to INR 3,250,140,268.20/- (Indian Rupees Three Billion Two Hundred Fifty Million One Hundred Forty Thousand Two Hundred Sixty-Eight and Paise Twenty only), shall be payable by the Warrant holder at the time of subscription and allotment of the Warrants ("Warrant Subscription Amount"). The balance amount of INR 115.77/- (Indian Rupees One Hundred Fifteen and Paise Seventy-Seven only) per Warrant, aggregating to INR 3,249,859,551.30/- (Indian Rupees Three Billion Two Hundred Forty-Nine Million Eight Hundred Fifty-Nine Thousand Five Hundred Fifty-One and Paise Thirty only), shall be payable by the Warrant holder at the time of exercise of the right attached to the relevant Warrant(s) to subscribe to the corresponding Equity Share(s) of the Company ("Warrant Exercise Amount"). The Warrant Subscription Amount paid in respect of each Warrant shall be adjusted against the Warrant Issue Price payable for the resultant Equity Share upon exercise of such Warrant.

c) The Equity Shares to be allotted on exercise of the Warrants shall be in dematerialized form only and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;

d) The Warrants shall not carry any voting rights until they are converted into Equity Shares and the Warrants by itself, until exercised and converted into Equity Shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;

e) The right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before December 31, 2027, which is in any event within the maximum period permitted under the SEBI ICDR Regulations from the date of allotment of the Warrants by issuing a written notice ("Conversion Notice") to the Company specifying the number of Warrants proposed to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form within 15 (Fifteen) days of receipt of Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated separate bank account of the Company. Provided further, where the allotment of Equity Shares is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals or permissions;

f) If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant holder on or before December 31, 2027, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall be forfeited by the Company;

g) The Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations

h) The Pre-Preferential Issue shareholding of the Proposed Allottee in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations; and

i) The Equity Shares so offered, issued and allotted pursuant to the exercise of the rights attached to such Warrants will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

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

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee for application of this Preferential Issue of Warrants be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the allotment of the Warrants shall be completed within 15 days from the date of passing of the Special Resolution, provided that where the allotment is pending on account of any approval or permission from a regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of the last of such approvals or permissions.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded for conversion of the aforesaid Warrants into Equity Shares in accordance with the terms thereof, without any further approval of the Members, and that the Board or a duly authorised committee thereof be empowered to approve and effect each allotment of Equity Shares upon valid exercise of the Warrants and receipt of the applicable balance consideration.

Corporate Identity Number: L80302KA2000PLC026760
Registered Office: Aequs Tower, No. 55, Whitefield Main Road, Mahadevapura Post, Bengaluru - 560048, Karnataka, India
T: + 91 080 61348000
Corporate Office: Aequs SEZ, No. 437/A, Hattargi Village, Hukkeri Taluk, Belagavi – 591243, Karnataka, India
T: +91 0831 4222500
Website: www.aequs.com Email: investor.relations@aequs.com

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to the Administrative Committee of the Company or Chief Financial Officer or Company Secretary & Compliance Officer , to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including but not limited to issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue) provided that no such modification shall alter the identity of the Proposed Allottee, increase the number of Warrants, reduce the Warrant Issue Price, increase the aggregate issue size or materially vary the objects of the issue without obtaining such further approval as may be required under Applicable Law, negotiate, finalize and enter into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue), 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 Warrants convertible into Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, file all necessary forms and documents with the appropriate authorities, and undertake all such actions and compliances as may be necessary, desirable or expedient for giving effect to this resolution and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Chief Financial Officer or Company Secretary & Compliance Officer, may be furnished to any person(s) as may be required".

Registered Office:
Aequs Tower, No. 55, Whitefield Main Road, Mahadevapura Post, Bengaluru – 560048 Karnataka, India

By Order of the Board
For Aequs Limited

Date: September 25, 2026
Place: Belagavi

Ravi Mallikarjun Hugar
Company Secretary & Compliance Officer
Membership No. A20823

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto and forms part of this Notice.

2. Pursuant to the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 20/2020 dated May 5, 2020, read with other related circulars including the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively "MCA Circulars"), and relevant SEBI circulars, companies are permitted to hold EGM through VC/OAVM. Accordingly, in compliance with the Act, SEBI Listing Regulations, and the said MCA Circulars, the EGM of the Company is being held through VC/OAVM, dispensing with the requirement of physical presence of the Members at a common venue.

3. The deemed venue for the EGM shall be the Registered Office of the Company. Since the EGM is being held through VC/OAVM facility, the Route Map is not annexed in this Notice.

4. For the purpose of convening EGM, the Company has appointed KFin Technologies Limited ("KFin Tech"), the Registrar and Share Transfer Agent of the Company, to provide the VC/OAVM facility for conducting the EGM and for voting through remote e-Voting or e-Voting at the EGM. The procedure for participating in the meeting through VC/OAVM is explained in Note No. 21.

5. Since the EGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by members will not be available. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with the aforesaid MCA Circular and SEBI Listing Regulations, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/RTA or the Depositories.

7. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, bank mandate details, etc. to their respective DPs in case the shares are held in demat form. Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

8. The Notice of EGM is being sent to those Members/beneficial owners whose name appears in the register of Members/list of beneficiaries received from the Depositories as on Friday, September 25, 2026.

9. The Notice convening this EGM, will be made available on the Company's website at https://www.aequs.com/investor as well as on the Stock Exchange websites (www.nseindia.com and www.bseindia.com) and on the website of RTA at https://evoting.kfintech.com.

10. Any documents referred to in the accompanying Notice, shall be made available for inspection electronically by the Members, during business hours, in accordance with the applicable statutory requirements at a request from their registered e-mail address to investor.relations@aequs.com mentioning their name, DP ID and Client ID. The said documents shall also be available during the EGM.

11. SEBI vide Master Circular No. SEBI/ HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ("ODR") through a common ODR portal. Pursuant to above-mentioned circular, post exhausting the option to resolve their grievance with the Company/RTA directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through our website at https://www.aequs.com/investor. Members can access the SEBI Circular on the website of SEBI at https://www.sebi.gov.in and the same is also available on the website of the Company at https://www.aequs.com/investor.

12. Members who have cast their vote through remote e-voting may attend the EGM but shall not be entitled to cast their vote again during the EGM.

13. CS Isha Shrotriya or in her absence CS Adithya K P, Partners of M/s. AASI & Co. LLP, a Practicing Company Secretaries firm, Bengaluru has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting during EGM in a fair and transparent manner.

14. The Scrutinizer shall, immediately after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairperson or a person authorized by the Chairperson, within 2 (two) working days from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.

15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. https://www.aequs.com/investor and on the website of RTA i.e. https://evoting.kfintech.com immediately after the declaration of result by the Chairperson or a person authorized by the Chairperson in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited.

16. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the EGM i.e. Thursday, October 22, 2026.

17. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off date i.e. Thursday, October 15, 2026.

18. The remote voting period begins on Monday, October 19, 2026, at 09:00 A.M. and ends on Wednesday, October 21, 2026, at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date, may cast their vote electronically. The e-Voting module shall be disabled by RTA for voting thereafter.

19. **Remote e-Voting instructions for shareholders**

    <u>The instructions for Members for remote e-voting are as under:</u>

    In accordance with the provisions of the Circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, September 25, 2026. As per the Circulars, physical copies of the Notice and pre-paid business reply envelopes are not being sent to Members. Members are requested to provide their assent or dissent through remote e-voting only. In respect of those members who have not registered their e-mail IDs, the Company has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Company's website https://www.aequs.com/investor, website of the Stock Exchanges i.e. the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at www.nseindia.com and www.bseindia.com respectively and on the website of KFin at https://evoting.kfintech.com.

1. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").

Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date only i.e., Thursday, October 15, 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

2. Instructions for remote e-voting

i. In compliance with the provisions of Section 108 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Monday, October 19, 2026 from 09:00 A.M. (IST)	Wednesday, October 21, 2026 till 05:00 P.M. (IST)

iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

iv. During the above period, Members of the Company holding shares in dematerialised form, as on Cut-Off Date, may cast their vote by remote e-voting.

v. CS Isha Shrotriya or in her absence CS Adithya K P, Partners of M/s. AASI & Co. LLP, a Practicing Company Secretaries firm, Bengaluru have been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner and submit a consolidated report. The Scrutinizer's decision on the validity of remote e-voting will be final.

vi. The process and manner for remote e-voting is as under:

a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.

b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

d. The process and manner of remote e-voting is explained below:

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
II. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	**A. Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page ofe-Services is launched, click on the "**Beneficial Owner**" icon under "**Login**" which is available under **"IDeAS"** section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider- **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

B. Users 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 and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of NSDL:

1. Visit the e-voting website of NSDL. Open web browser and type 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 **"Login"** icon, available under the **'Shareholder/Member'** section.

2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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.

3. Click on options available against Company name or e-voting service provider- **KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.

D. NSDL Speede

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

<table>
<tr><th>Type of Shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL</td><td>A. Existing users who have opted for Easi/Easiest:

1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi

2. Shareholders can login through their existing user ID and password. Optionwill be made available to reach e-voting page without any further authentication.

3. After successful login on Easi/Easiest, the user will also be able to see thee-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.

B. Users who have not opted for Easi/Easiest:

Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.

C. By visiting the e-voting website of CDSL:

1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account.

2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.</td></tr>
<tr><td>Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)</td><td>1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option.
2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature.
3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</td></tr>
</table>

Important note: *Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

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

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

II. **Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

1. Initial password is provided in the body of the e-mail.

2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

3. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

4. After entering the details, click on LOGIN.

5. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case(a-z), one numeric value (0-9) and a special character (@,#,$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.

7. On successful login, the system will prompt you to select the EVENT, i.e., **10261**

8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose theoption 'ABSTAIN', in which case, the shares held will not be counted under either head.

9. Members holding multiple folios/demat accounts may choose to vote separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on all the resolutions.

11. Corporate/institutional Members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at einward.ris@kfintech.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'AEQUS_EVENT No.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

20. **Instructions for Members attending the EGM through VC/OAVM**

I. Members will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech.com by using the e-voting login credentials provided in the email received from the KFintech. After logging in, click on the Video Conference tab and select the Name/ EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

II. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

21. **Other Instructions**

i. Speaker Registration

Members who wish to speak during the EGM may register themselves as speakers for the EGM to express their views. They can visit https://emeetings.kfintech.com and login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Speaker Registration' which will be open from Monday, October 19, 2026 to Wednesday, October 21, 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.

ii. Post your Question:

The Members who wish to post their questions prior to the EGM can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be open from Monday, October 19, 2026 to Wednesday, October 21, 2026.

iii. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, October 15, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

iv. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech.com, the Member may click "Reset Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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

ITEM NO. 1:

The Board of Directors of the Company ("Board"), at its meeting held on September 25, 2026, subject to approval of shareholders of the Company and subject to necessary approval(s) and pursuant to the provisions of Section 23, Section 42 and Section 62(1)(c) of the Companies Act, 2013 read with the applicable rules made thereunder and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any 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 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, approved the proposal for issue and allotment of up to 28,071,690 (Twenty-Eight Million Seventy-One Thousand Six Hundred Ninety) Convertible Warrants ("Warrants"), each carrying a right to subscribe to one Equity Share, of face value of INR 10/- (Indian Rupees Ten only) each at a price of INR 231.55/- (Indian Rupees Two Hundred Thirty-One and Paise Fifty-Five only) each [including a premium of INR 221.55/- (Indian Rupees Two Hundred Twenty-One and Paise Fifty-Five only) each] per Warrant ("Warrant Price"), aggregating up to INR 6,499,999,819.50/- (Indian Rupees Six Billion Four Hundred Ninety-Nine Million Nine Hundred Ninety-Nine Thousand Eight Hundred Nineteen and Paise Fifty only) , on a preferential basis ("Preferential Issue"), in the manner set out below.

Sr. No.	Name of the Proposed Allottee	Category	No. of Warrants proposed to be issued	Amount (in INR)
1.	Mellwood Trustee Services Private Limited (Trustee of Melligeri Private Family Foundation))	Promoter	28,071,690	6,499,999,819.50
		Total	**28,071,690**	**6,499,999,819.50**

The proposed preferential Issue is being undertaken in accordance with Section 42, Section 62(1)(c), and other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

In accordance with applicable regulations, Warrants may be exercised within 18 months from the date of allotment. However, Proposed Allottee has undertaken to pay the balance consideration in full, irrespective of the market price of the Company's shares at the time of exercise and conversion of Warrants into Equity Shares, by making payment of balance consideration on or before December 31, 2027. The Company has received an investment commitment letter dated September 25, 2026 from Mellwood Trustee Services Private Limited (Trustee of Melligeri Private Family Foundation), confirming its intention to subscribe to the Warrants aggregating approximately INR 650 crore, subject to applicable approvals and customary closing conditions.

The Board has approved the proposed Preferential Issue and authorised the negotiation, finalisation and execution of a Warrant Subscription and Investment Agreement with the Proposed Allottee, setting out the terms applicable to the subscription, allotment and exercise of the Warrants. The Company and the Proposed Allottee intend to execute such agreement subject to receipt of the applicable approvals

Necessary information or details in respect of the proposed Preferential Issue of Warrants convertible into Equity Shares in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with rules made thereunder and Chapter V of the SEBI ICDR Regulations are as under:

1. Objects of the Preferential Issue

The proceeds of the Preferential Issue are proposed to be utilized by the Company towards the following objects:

i. **Capital Expenditure**: To fund the growth and expansion of the Company and its subsidiaries, including by way of equity, debt, loans or other permitted instruments, for capital expenditure towards expansion, capacity augmentation, modernization and development of manufacturing facilities and other fixed assets

ii. **Investment in Joint Ventures**, including new strategic business initiatives, by way of equity, debt, loans or other permitted instruments

iii. **Funding working capital requirements** of the Company and/or its subsidiaries, by way of equity, debt, loans or other permitted instruments

iv. **General Corporate Purpose**.

The Company has identified the following business drivers supporting the proposed capital deployment:

a. The Company's aerospace order book of over US$1 billion provides a base for further expansion.

b. The proposed development of new aero-engine and landing-gear capabilities at Hosur is expected to broaden the range of customer programmes that the Company can address.

c. Diversification of global sourcing creates opportunities to deepen customer relationships and scale the Company's consumer manufacturing operations.

d. Higher business volumes are expected to result in increased working-capital requirements as the Company and its subsidiaries scale programme execution and production.

None of the Issue Proceeds is proposed to be used for repayment or discharge of any liability of the Proposed Allottee, the Promoter or any member of the Promoter Group, except for transactions, if any, separately disclosed and approved in accordance with Applicable Law.

2. Utilization of Issue Proceeds

The broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

S. No.	Objects of the issue	Total estimated amount to be utilised for each of the Objects* (in INR)	Tentative Timeline for Utilization
1.	Capital Expenditure: To fund the growth and expansion of the Company and its subsidiaries, including by way of equity, debt, loans or other permitted instruments, for capital expenditure towards expansion, capacity augmentation, modernization and development of manufacturing facilities and other fixed assets	2,890,000,000.00	Within 18 months from receipt of proceeds
2.	Investment in Joint Ventures, including new strategic business initiatives, by way of equity, debt, loans or other permitted instruments	1,000,000,000.00	Within 18 months from receipt of proceeds
3.	Funding working capital requirements of the Company and/or its subsidiaries, by way of equity, debt, loans or other permitted instruments	1,000,000,000.00	Within 18 months from receipt of proceeds
4.	General Corporate Purposes	1,609,999,819.50	Within 18 months from receipt of proceeds
Total		**6,499,999,819.50**	

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the above Objects may deviate up to ten per cent (10%) on either side (such deviation, the "Permitted Deviation") depending upon the future circumstances, given that the objects are based on management estimates and other factors, including financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable law. The funds used for general corporate purposes shall not exceed 25% of the Issue proceeds.

Pending utilisation, the proceeds may be deployed in scheduled commercial bank deposits, certificates of deposit, money market instruments or other permitted interest-bearing investments in accordance with applicable law and Company policy. The Company will not deploy unutilised Issue Proceeds in equity shares or equity-linked instruments, except where specifically permitted under Applicable Law.

The consideration for subscription and exercise of Warrants shall be remitted from the bank account of the Proposed Allottee.

3. Rationale for issuance of Warrants

The Board considered alternative sources of capital, including internal accruals, additional debt, a rights issue, institutional equity issuance and immediate issuance of fully paid-up equity shares. Having regard to the identified source of promoter capital, timing of the Company's funding requirements, implementation timelines and the phased deployment programme, the Board determined that the proposed issue of Warrants is an appropriate funding structure.

The structure allows the timing of capital receipts to be aligned with deployment of funds for the identified objects while ensuring the issue price is fixed upfront in accordance with the SEBI ICDR Regulations.

Further, the Proposed Allottee will pay INR 115.78 per Warrant upfront, being not less than 50% of the Warrant Issue Price and higher than the minimum prescribed under the SEBI ICDR Regulations. The warrant structure enables receipt of capital in phases and defers equity dilution until the Warrants are exercised and the corresponding balance consideration is received.

4. Monitoring of Utilization of Issue Proceeds

Given that the issue size exceeds INR 1,000,000,000/- (Indian Rupees One Billion only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is required to appoint a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency"). The Board has approved the appointment of CARE Ratings Limited as the Monitoring Agency and the Company is in the process of completing the engagement formalities.

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (Forty-Five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

5. Relevant Date

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for the relevant securities to be issued is Tuesday, September 22, 2026, i.e. 30 (thirty) days prior to the date of the shareholders' meeting on which this special resolution is proposed to be passed.

6. Basis on which the price has been arrived and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") (NSE together with BSE are hereinafter referred to as the "**Stock Exchanges**" and "**Stock Exchange**" means any one of them) on December 10, 2025. The Equity Shares are frequently traded* in terms of the SEBI ICDR Regulations. In case the equity shares of a company are frequently traded, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants of the Company may be allotted shall not be less than higher of the following:

a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, preceding the 'relevant date'; or

b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the stock exchange, preceding the 'relevant date'.

*The Equity Shares of the Company were listed on December 10, 2025, and the traded turnover of the Company is more than 10% of the total number of shares of the Company in compliance with the Regulation 164(5) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Provided that in case, if the Articles of Association of the Company provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

In the current case, the Articles of Association of the Company do not prescribe any method of determination for valuation of shares, and therefore, the 'floor price' has been computed in accordance with the pricing formula prescribed under the SEBI ICDR Regulations. NSE, being the stock exchange with higher trading volumes for the relevant periods, has been considered for arriving at the floor price.

Hence, the floor price in terms of Regulation 164 of the SEBI ICDR Regulations shall be INR 231.55/- (Indian Rupees Two Hundred Thirty-One and Paise Fifty-Five only) per warrant. The pricing certificate dated September 25, 2026, is issued by M/s. AASI & Co. LLP, Practicing Company Secretaries, certifying compliance with the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

Based on the presently proposed number of Warrants and the fully diluted post-issue equity share capital of the Company, the equity shares proposed to be allotted upon exercise of the Warrants represent approximately 4.02% of the post-issue fully diluted equity share capital. Hence, Regulation 166A of the SEBI ICDR Regulations is not applicable to the proposed Preferential Issue.

7. Material Terms of the Warrants

The material terms and conditions for the Preferential Issue of Warrants to the Proposed Allottee are set out below:

A. Tenure:

The Warrants shall be convertible into equity shares at any time on or before December 31, 2027.

B. Conversion and other related matters:

i. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").

ii. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

iii. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and within 15 (Fifteen) days of receipt of Warrant Exercise Amount in the designated bank account, in accordance with applicable law, the Company shall, without any further approval from the Members, issue and allot the corresponding number of equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) in a dematerialized form to the Warrant holder in lieu of the relevant Warrants.

iv. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

v. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchanges for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants.

vi. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Noticein accordance with item (i) above.

C. Rights

The Warrants shall not carry any voting rights until converted into Equity Shares. Any change in voting rights shall arise only upon conversion of the Warrants into Equity Shares.

8. The class or classes of persons to whom the allotment is proposed to be made

Sr. No.	Name of the Proposed Allottee	Category
1.	Mellwood Trustee Services Private Limited (Trustee of Melligeri Private Family Foundation)	Promoter

9. Lock-in

The Warrants allotted pursuant to the Preferential Issue and the Equity Shares allotted upon exercise of such Warrants, shall be locked-in for such period as prescribed under SEBI ICDR Regulations. The entire pre-Preferential Issue shareholding of the Proposed Allottee shall be locked-in from the Relevant Date up to a period of 90 (ninety) trading days from the date of allotment of the Warrants, as specified under Chapter V of the SEBI ICDR Regulations.

10. Change in Control

There will be no change in control / management of the Company consequent to the Preferential Issue. Proposed Allottee is promoter of the Company prior to the Preferential Issue and will continue to remain a Promoter of the Company post the completion of the Preferential Issue.

Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST Regulations**").

11. **Amount which the Company intends to raise by way of such securities:**

    The Company intends to raise an amount of INR 6,499,999,819.50 /- (Indian Rupees Six Billion Four Hundred Ninety-Nine Million Nine Hundred Ninety-Nine Thousand Eight Hundred Nineteen and Paise Fifty only), by way of issue of 28,071,690 Warrants at price of INR 231.55/- (Indian Rupees Two Hundred Thirty-One and Paise Fifty-Five only).

12. **Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

    The proposed Preferential Issue reflects the Promoter's continued financial commitment to the Company's long-term growth plans. The Promoter's participation is intended to provide committed growth capital and strengthen the Company's capital base while supporting the funding requirements identified under the Objects of the Issue.

    No other Promoter, Directors, Key Managerial Personnel or Senior Management of the Company will participate or subscribe to the proposed Preferential Issue and they will not be making any contribution as part of the Preferential Issue. Further, there will be no change in control/ management of the Company.

13. **Proposed time schedule/ the proposed time within which the allotment shall be completed/ Time frame within which the Preferential Issue shall be completed:**

    As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 days from the date of passing of the special resolution by the members of the Company, provided that where the allotment of Warrants is subject to receipt of any approval or permission from applicable regulatory authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

14. **Principal terms of assets charged as securities.**

    Not Applicable

15. **The pre-issue and post-issue shareholding pattern of the company in the prescribed format:**

    The shareholding pattern of the Company giving the position as on the latest available BENPOS dated September 25, 2026 being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company is provided as **Annexure - A** to the Notice.

16. **Maximum number of securities to be issued**

    The resolution set out in the accompanying notice authorizes the Board to offer, issue and allot up to 28,071,690 (Twenty-Eight Million Seventy-One Thousand Six Hundred Ninety) Warrants convertible into Equity Shares, each carrying a right to subscribe to one Equity Share per Warrant, at a price of INR 231.55/- (Indian Rupees Two Hundred Thirty-One and Paise Fifty-Five only) each (including a premium of INR 221.55/- (Indian Rupees Two Hundred Twenty-One and Paise Fifty-Five only) each per Warrant ("Warrant Price"), aggregating to INR 6,499,999,819.50 /- (Indian Rupees Six Billion Four Hundred Ninety-Nine Million Nine Hundred Ninety-Nine Thousand Eight Hundred Nineteen and Paise Fifty only).

17. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee

S. No.	Name and address of the Proposed Allottee	No. of Warrants	% of Post-Issue Capital	Identity of natural persons who are the ultimate beneficial owners
1.	Mellwood Trustee Services Private Limited (Trustee of Melligeri Private Family Foundation)	28,071,690	18.40*	The Proposed Allottee is Mellwood Trustee Services Private Limited acting solely in its capacity as Corporate Trustee of the Melligeri Private Family Foundation, a private irrevocable discretionary trust. Ultimate control over key trust decisions is exercised through the Protector Committee comprising Mr. Aravind S. Melligeri and Ms. Nayana Wali. The beneficiaries of the Melligeri Private Family Foundation are Nirmala Melligeri and Shaila Melligeri.

** The post-issue shareholding pattern assumes full exercise and conversion of all Warrants and does not reflect the position immediately after allotment of the Warrants, since the Warrants do not carry voting rights*

18. Percentage of Post-Preferential Issue Capital and Current/Proposed Status of Allottees

The percentage of post-Preferential Issue equity share capital that may be held by the Proposed Allottee and the change in control, if any, consequent to the Preferential Issue is as set out in Annexure-A. The current and proposed status of Proposed Allottee post the Preferential Issue (i.e., whether promoter or non-promoter) is as follows:

No	Name of the Proposed Allottee	Category	No. of equity shares held in the Company pre–Preferential Issue	Shareholding in the Company pre–Preferential Issue	Total No. of equity shares held in the Company post Preferential Issue	Shareholding in the Company post Preferential Issue
1.	Mellwood Trustee Services Private Limited (Trustee of Melligeri Private Family Foundation)	Promoter	100,513,070	14.99%	128,584,760	18.40%*#

** The post-issue shareholding pattern assumes full exercise and conversion of all Warrants and does not reflect the position immediately after allotment of the Warrants, since the Warrants do not carry voting rights*
 # The Proposed Allottee is Promoter of the Company. The pre-allotment shareholding held by the promoter and promoter group in the Company is 59.09%, which will increase to 60.73% pursuant to the conversion of all the warrants allotted into equity shares of the Company by proposed allottee.

19. Practicing Company Secretary's Certificate

The certificate from M/s. AASI & Co. LLP, Practicing Company Secretaries, dated September 25, 2026, pursuant to Regulation 163(2) of the SEBI ICDR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be placed before the members at the EGM in accordance with Regulation 163(2) of the SEBI ICDR Regulations. A copy of the said certificate shall be available for inspection by the Members during business hours on all working days up to and including the date of the EGM and will also be made available on the Company's website and will be accessible at the link: https://www.aequs.com/investor.

20. Listing

The Warrants will not be listed on the Stock Exchanges. Upon valid exercise of the Warrants and allotment of the corresponding Equity Shares, the Company will apply to the Stock Exchanges for listing and trading approval of such Equity Shares.

21. Consideration other than Cash

Not applicable, as the Preferential Allotment of the Warrants will be undertaken for cash consideration.

22. Number of Persons to Whom Allotment on Preferential Basis Has Already Been Made

During the year, no preferential issue has been made to any person as of the date of this Notice.

23. Directors' Interest or Concern

Except for Mr. Aravind S. Melligeri, Executive Chairman and Chief Executive Officer of the Company, and his relatives, to the extent of their respective interest in the Melligeri Private Family Foundation and Mr. Aravind S. Melligeri's role as a member of its Protector Committee, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 1 of this Notice, except to the extent of their respective shareholding, if any, in the Company.

24. Undertakings

a) On the date of dispatch of this Notice, the Company is submitting an application to the Stock Exchanges seeking in-principle approval for the Preferential Issue.

b) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI ICDR Regulations by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

c) None of the Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

d) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;

e) As the Equity Shares have been listed for a period of more than 90 (Ninety) days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR governing re-computation of the price of shares shall not be applicable.

f) The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations.

g) No assured return, downside protection, put option, reimbursement arrangement or similar arrangement has been provided by the Company to the Proposed Allottee in connection with the Preferential Issue.

h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

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

j) The Proposed Allottee has not sold or transferredany Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.

k) All Equity Shares held by the Proposed Allotteein the Company are in dematerialised form.

l) The Proposed Allottee has not previously subscribed to any warrants issued by the Company that have lapsed due to non-exercise.

m) The Company has obtained Permanent Account Numbers (PAN) of the Proposed Allottee.

n) The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

o) The Company is not providing any loan, guarantee, reimbursement, security or other financial assistance to the Proposed Allottee in respect of subscription to or exercise of the Warrants

The Board of Directors of the Company at its meeting held on September 25, 2026, having considered the merits of the Preferential Issue and the benefits thereof to the Company, have resolved to recommend the Special Resolution set out above in the Item No. 1 of the accompanying Notice for the approval of the members of the Company.

Annexure A

Pre-Issue and Post Preferential Issue Shareholding Pattern

Sl. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding (adjusted for preferential Issue)	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A	**Promoter's Holding**				
1	**Indian**				
	Individuals	18,66,128	0.28	18,66,128	0.27
	Trust	10,05,13,070	14.99	12,85,84,760	18.40
	Sub Total	**10,23,79,198**	**15.27**	**13,04,50,888**	**18.67**
2	**Foreign Promoters**				
	Individuals	17,98,072	0.27	17,98,072	0.26
	Bodies Corporate	29,21,05,550	43.55	29,21,05,550	41.80
	Sub Total	**29,39,03,622**	**43.82**	**29,39,03,622**	**42.06**
	Sub Total (A)	**39,62,82,820**	**59.09**	**42,43,54,510**	**60.73**
B	**Non-Promoters' holding:**				
1	**Institutional Investors**	91,301,127	13.61	91,301,127	13.07
2	**Non-Institution:**				
	Private Corporate Bodies	87,791,933	13.09	87,791,933	12.56
	Directors and Relatives	707,365	0.11	707,365	0.10
	Key Managerial Personnel	114,761	0.02	114,761	0.02
	Indian Public	50,439,445	7.52	50,439,445	7.22
	Others (Including NRIs)	44,025,932	6.56	44,025,932	6.30
	Sub Total (B)	**274,382,815**	**40.91**	**27,43,82,815**	**39.27**
	Grand Total (A+B)	**670,665,635**	**100.00**	**698,737,325**	**100.00**

The post-issue shareholding pattern assumes full exercise and conversion of all Warrants and does not reflect the position immediately after allotment of the Warrants, since the Warrants do not carry voting rights