



September 29, 2026

To,
The Secretary,
Market Operations Department,
The BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Capital Market Operations
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Fl., Plot No.C/1,
G Block, Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Scrip Code: 500003

Scrip Code: AEGISLOG

Dear Sir/Madam,

Sub.: Submission of Notice of the Extra Ordinary General Meeting ('EGM') of the Company

We wish to inform you that the Extra Ordinary General Meeting ('EGM') of Aegis Logistics Limited ("the Company") will be held on Wednesday, October 21, 2026, at 4.00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM ") in compliance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

We are enclosing herewith Notice of EGM of the Company, which is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/Depository Participants(s) as on Monday, September 28, 2026.

The Notice convening the EGM of the Company is available on the website of the Company at www.aegisindia.com.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For AEGIS LOGISTICS LIMITED

Sneha Parab
Company Secretary

Encl.: a.a.



AEGIS LOGISTICS LIMITED

CIN: L63090GJ1956PLC001032

Regd. Office: 502 Skylon, G.I.D.C., Char Rasta, Vapi 396 195, Dist. Valsad, Gujarat

Corp. Office: 1202, Tower B, Peninsula Business Park, G. K. Marg, Lower Parel (W), Mumbai – 400013

♦ Tel.: +91 22 6666 3666 ♦ Fax : +91 22 6666 3777 ♦ E-mail : aegis@aegisindia.com ♦ Website : www.aegisindia.com

Notice is hereby given that an Extraordinary General Meeting of the members of Aegis Logistics Limited (the “Company”) will be held on Wednesday, 21st October, 2026 at 4.00 PM IST through Video Conference (VC)/ Other Audio-Visual Means (OAVM) facility, to transact the following business:

SPECIAL BUSINESS

1. To consider and approve the borrowing limits in excess of the limits given 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 in supersession of all earlier resolutions passed by the Company, the consent of the members of the Company be and is hereby accorded, pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereunder for the time being in force), read with the Articles of Association of the Company, to borrow any sum or sums of money in any form including but not limited to by way of loans, financial facility, through the issuance of debentures/ bonds, commercial paper or such other form, from any one or more banks and/or financial institutions and/or other entity/entities or authority/authorities, from time to time, as may be deemed appropriate 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 constitute for this purpose) for an amount not exceeding Rs. 6,000 crores (Rupees Six Thousand Crores only) notwithstanding that the money so borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), if any, may exceed the aggregate for the time being of the paid up share capital of the Company, its free reserves, and securities premium account, that is to say, the limits prescribed under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee and/or the Director(s) or any other Official of the Company as authorized by the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to borrowings as aforesaid.

RESOLVED FURTHER THAT the Board /Committee and/or the Director(s) or any other Official of the Company as authorized by the Board be and is hereby authorised to take all such steps as may be necessary, proper, or expedient, and to do all such acts and things as it may, in its absolute discretion, deem fit, necessary, or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”



2. **To consider and approve creation of charge/ mortgage on assets/ undertakings 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 in supersession of all earlier resolutions passed in this regard, the consent and approval 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 term shall be deemed to include any Committee which the Board may constitute for this purpose) pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time being in force), read with the Articles of Association of the Company, to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s) and trustee/trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities such as bonds including foreign currency convertible bonds (**“FCCB”**)/ debentures/ non-convertible debt instruments along with warrants/ convertible debentures/ securities and/or any other equity based instruments (**“Securities”**) issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia or prepayment, remuneration of the agent(s)/trustees, premium (if any) on the redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s)/heads of agreement(s), debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/agent(s) and trustee/trustee(s), in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board or Committee thereof and the lender(s)/agents/trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee and/or the Director(s) or any other Official of the Company as authorized by the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.

RESOLVED FURTHER THAT the Board/ Committee and/or the Director(s) or any other Official of the Company as authorized by the Board be and is hereby authorised to take all such steps as may be necessary, proper, or expedient, and to do all such acts and things as it may, in its absolute discretion, deem fit, necessary, or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”



3. To consider and approve raising of funds in one or more tranches, by issuance of securities such as equity shares, and /or bonds, including, foreign currency convertible bonds / American Depository Receipts/ Global Depository Receipts/ debentures/ non-convertible debt instruments along with warrants/ convertible debentures/ securities and/ or any other equity based instruments/ securities (“Securities”)

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 62, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (“**Act**”) (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and other applicable rules made thereunder each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) the Foreign Exchange Management Act, 1999 and the rules and regulations thereunder including the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, as amended, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the regulatory authorities / Government of India; the listing agreements entered into by the Company with the stock exchanges where the equity shares of face value of ₹ 1/- each (Rupee One) of the Company are listed (“**Stock Exchanges**”, and such equity shares, the “**Equity Shares**”), and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India (“**GOI**”), Ministry of Corporate Affairs (“**MCA**”), Reserve Bank of India (“**RBI**”), Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges, Registrar of Companies, Gujarat at Ahmedabad (“**RoC**”) and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company (“**Board**”), which term shall include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution, being, the Fund Raising Committee (hereinafter referred to as the “**Committee**”), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board, the members of the Company be and is hereby authorised to create, offer, issue and allot (with or without provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) for an amount aggregating up to Rs. 6,000 Crores (Rupees Six Thousand Crores only) for cash, in one or more tranches, with or without green shoe option, whether rupee denominated or denominated in one or more foreign currencies, securities such as equity shares and /or bonds including foreign currency convertible bonds (“**FCCB**”) / American Depository Receipts/ Global Depository Receipts/ debentures/ non-convertible debt instruments along with warrants/ convertible debentures/ securities and/or any other equity based instruments (“**Securities**”) through one or more public issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination thereof or any other method as may be permitted under applicable laws to eligible investors in



the course of domestic or international offerings, through issue of prospectus and/ or preliminary placement document and/or placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/ circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with Chapter VI of the SEBI ICDR Regulations, or otherwise, a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with SEBI, foreign portfolio investor other than individuals, corporate bodies and family offices, public financial institution, scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the Insurance Regulatory and Development Authority of India, provident fund with minimum corpus of Rs. 25 crores (Twenty Five Crores), pension fund with minimum corpus of Rs. 25 crore (Twenty Five Crores) registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and/or any other categories of investors, who are authorised to invest in the Company in terms of the SEBI ICDR Regulations, applicable provisions of the Act and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof and other applicable law, as amended, whether they be holders of the Securities or not (collectively referred to as the “Investors”), as may be decided by the Board/committee in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms and conditions including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company, in such manner and on such terms and conditions as may be deemed appropriate by the Board/committee in its absolute discretion, and without requiring any further approval or consent from the members at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list such Securities, if applicable, on any stock exchange in India or overseas jurisdictions.

RESOLVED FURTHER THAT if the Company proposes to allot Equity Shares/ non-convertible debentures along with the warrants by way of Qualified Institutions Placement (“QIP”) to Qualified Institutional Buyers (“QIBs”) in terms of Chapter VI of the SEBI ICDR Regulations (herein after referred as “**Eligible Securities**”), as applicable:

- (i) the Eligible Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;
- (ii) The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations, from time to time;
- (iii) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (iv) The relevant date for determination of the floor price of the Eligible Securities to be issued shall be the date of meeting in which the Board decides to open the issue,
- (v) The Eligible Securities shall be allotted as fully paid up and in dematerialised form;
- (vi) The issuance and allotment of the Equity Shares by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Chapter VI of



the SEBI ICDR Regulations (“**Floor Price**”), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the book running lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable laws on the Floor Price;

- (vii) The number and/or price of the Eligible Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- (viii) The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under applicable laws from time to time;
- (ix) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees in a manner as may be prescribed from time to time under the SEBI ICDR Regulations and a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (x) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
- (xi) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- (xii) The credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized;
- (xiii) for determining the price of the equity shares, to be issued upon exchange of warrants which are issued along with Non-Convertible Debentures, if applicable, the relevant date shall either be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board; and
- (xiv) an investor can subscribe to the combined offering of Non-Convertible Debentures along with warrants or to the individual securities, that is, either Non-Convertible Debentures or warrants.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution the Equity Shares to be created, offered, issued, and allotted shall be subject to the provisions of the memorandum and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank pari-passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with applicable laws including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.



RESOLVED FURTHER THAT the Board or the Committee thereof or its delegated officials, be and are hereby authorized, severally, to approve, finalise, execute, ratify, an/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or advisors including for marketing, listing, trading and appointment of book running lead managers/ legal counsel/ bankers/ advisors/ registrars/ monitoring agency/ credit rating agency/ trustee and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board or a Committee thereof or its delegated officials be and is hereby authorised to appoint /engage BRLM(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, monitoring agency and any other intermediaries, agencies and professionals as may be required to be appointed, involved or concerned in such proposed issuance and to pay them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents, including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of the aforesaid intermediaries and seek the listing of Eligible Securities on any stock exchange(s), submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as may be necessary to give effect to this resolution

RESOLVED FURTHER THAT the Board or a Committee thereof or its delegated officials be and are hereby severally authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Committee.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.”

By order of the Board of Directors

Sd/-
Sneha Parab
Company Secretary

Place: Mumbai
Dated: 28th September, 2026



NOTES:

NOTES FOR MEMBERS' ATTENTION:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), in respect of the Special Businesses to be transacted at the Extra Ordinary General Meeting ('EGM') is annexed to this Notice.
2. Pursuant to provisions of the Act, read with Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025, issued by Ministry of Corporate Affairs ("MCA") and such other applicable circular issued by MCA (collectively referred to as '**MCA Circulars**') permits the holding of the Extraordinary General Meeting ('EGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM') without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India (SEBI), vide its SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, and such other applicable circular issued by SEBI (collectively referred as "**SEBI Circulars**") and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**).
3. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI Listing Regulations MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM on Wednesday, October 21, 2026, at 4.00 PM (IST).
4. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
5. Corporate Members intending to appoint their authorised representatives to attend the meeting through VC/OAVM are requested to send a duly certified copy of the board resolution authorising their representatives to attend and vote on their behalf at the EGM.
6. The Members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes 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 atleast 1,000 Members on a first come first serve basis as per the MCA Circulars. It may be noted that the large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors are allowed to attend the EGM without restriction on account of first come first serve basis.
7. In line with the SEBI Circular dated October 3, 2024, the Notice of the EGM, indicating the process and manner of voting through electronic means along with the process to attend the meeting through VC/OAVC is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, i.e., NSDL and CDSL. The Notice convening an EGM has been uploaded on the website of the Company at www.aegisindia.com under 'Investor Information' section and may also be accessed on the websites of the Stock Exchanges, i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. Members can attend and participate in the Extraordinary General Meeting through VC/ OAVM facility only.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.



9. In case of joint holders, the Members whose names appear as the first holder in the order of names as per Register of members of the Company will be entitled to vote at the EGM.
10. In view of the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their e-mail addresses so far, to register their e-mail addresses with the RTA in case the shares are held in physical mode and with Depository Participants in case the shares are held in demat mode for receiving all communication including Notices, Circulars etc. from the Company electronically.
11. Electronic copy of the Notice of the Meeting, inter alia, indicating the process and manner of voting through electronic means, manner to attend the meeting through VC/OAVM is being sent to all the Members whose e-mail addresses are registered with the Company's RTA/Depository Participants(s) as on Monday, September 28, 2026.

12. INSTRUCTIONS FOR E-VOTING AND JOINING THE EXTRAORDINARY GENERAL MEETING ARE AS FOLLOWS:

A. Voting Through Electronic Means:

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of SEBI LODR, the Company is pleased to provide to the Members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic voting system provided by Depositories/ Depository participants/ MUFG Intime India Pvt. Ltd. ("MUFG InTime") system as per the instructions provided separately to this notice as Annexure 1.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (iii) The facility for voting electronically should be made available at an EGM and the Members attending the meeting, who have not cast their vote by remote e-voting and are otherwise not barred from doing so, shall be eligible to exercise their right to vote through e-voting systems during the Meeting.
- (iv) The Members who have cast their vote by remote e-voting prior to an EGM may also attend/ participate in and EGM through VC/OAVC but shall not be entitled to cast their vote again or change it subsequently.
- (v) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: From 9.00 a.m. IST of Saturday, October 17, 2026.

End of remote e-voting: Up to 5.00 p.m. IST of Tuesday, October 20, 2026.

During this period Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, October 14, 2026, may cast their vote by remote e-voting.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Wednesday, October 14, 2026, may refer the remote e-voting instructions given below to obtain the login ID and password.



B. Instructions for shareholders/members to attend and to vote through INSTAMEET are provided separately to this notice as Annexure 2.

C. Instructions for Shareholders/Members to register themselves as Speakers and Speak during Extra-Ordinary General Meeting through INSTAMEET:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request from their registered email id mentioning their name, demat account number/folio number, email id, mobile number at speaker@aegisindia.com from Thursday, October 15, 2026, 10.00 a.m. to Saturday, October 17, 2026, 06.00 p.m. Further, speaker shareholders are requested to send their questions in advance before the EGM for any further information on accounts to enable the Company to answer their questions satisfactorily during the EGM.
2. The Speakers are requested to refer the instructions as mentioned on the Company's website link <http://aegisindia.com/investor-information/> for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.
3. Shareholders will get confirmation on first cum first basis.
4. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
5. Please remember your designated speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.
7. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
8. Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

13. General Guidelines for Shareholders:

1. The voting rights of Members 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. Wednesday, October 14, 2026.
2. Members who are not shareholders on the record date i.e. Monday, September 28, 2026, or who have not registered their e-mail ID as on record date are requested to approach MUFG Intime India Private Limited at their e-mail ID enotices@in.mpms.mufg.com or calling on 022 – 4918 6000 for e-voting related queries. Any person who is not a member as on the cut-off date for e-voting i.e. Wednesday, October 14, 2026, should treat this Notice for information purposes only.



3. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, October 14, 2026., only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM electronically.
4. During the EGM, the Chairman shall, after response to the questions raised by the speaker members, formally propose to the members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the EGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM Facility, eligible and interested in casting votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the EGM
5. The Company has appointed Mr. Prasen Naithani, Practicing Company Secretary (Membership No. 3830), as the Scrutinizer to scrutinize the voting and remote e-voting process for the EGM in a fair and transparent manner.
6. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing. The results will be announced within the time stipulated under the applicable laws i.e. within two workings days of conclusion of the meeting.
7. The Notice of the EGM shall be placed on the website of the Company till the date of the EGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website www.aegisindia.com and on the website of MUFG InTime immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
8. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By order of the Board of Directors

Sd/-

Sneha Parab

Company Secretary

Place: Mumbai

Dated: 28th September, 2026



ANNEXURE 1

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- c) Enter the last 4 digits of your bank account / generate 'OTP'
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).



Shareholders / Members can also download NSDL Mobile App “NSDL Spedee” facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on

App Store



Google Play



METHOD 3 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>.
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: [www.cdslindia.com](https://web.cdslindia.com), click on “Login” and select “My Easi New (Token)”.
- Enter existing username, Password & click on “Login”.
- Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.



- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 - 1. User ID: Enter User ID
 - 2. Password: Enter existing Password
 - 3. Enter Image Verification (CAPTCHA) Code
 - 4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in Physical form	User ID is Event No + Folio no. registered with the Company.

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 - 1. User ID: Enter User ID



2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678)
	CSDL	User ID is 16 Digit Beneficiary ID.
	Shares held in Physical form	User ID is Event No + Folio no. registered with the Company.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/ YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- ❖ Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
- ❖ Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
- ❖ Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms. mufg.com and the company at registered email address.



Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.



f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
 - After successful login, you will see "Notification for e-voting".
 - Select "View" icon for "Company's Name / Event number".
 - E-voting page will appear.
 - Download sample vote file from "Download Sample Vote File" tab.
 - Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
 - Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
- (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ❖ Click on "Login" under 'SHARE HOLDER' tab.



- ❖ Further Click on “forgot password?”
- ❖ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- ❖ Click on “SUBMIT”.

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678)
	CSDL	User ID is 16 Digit Beneficiary ID.
	Shares held in Physical form	User ID is Event No + Folio no. registered with the Company.

In case Custodian / Corporate Body / Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- ❖ Click on ‘Login’ under “Custodian / Corporate Body / Mutual Fund” tab
- ❖ Further Click on “forgot password?”
- ❖ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ❖ Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.



ANNEXURE 2

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct EGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company Name” and register with your following details:
 - c) Select Check Box - Demat Account No. / Folio No. / PAN
 - ❖ Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
 - ❖ Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
 - ❖ Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
 - ❖ Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
 - ❖ Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.
 - d) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company at company’s registered email address.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:



- e) On the Shareholders VC page, click on link “Cast your vote”.
- f) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
- g) Click on 'Submit'.
- h) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- i) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- j) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Extra Ordinary Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufig.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

ITEMS NO. 1 AND 2

In accordance with Section 102 of the Act read with the rules made thereunder, the following statement contains all the material facts relating to the Special Business, as set out in items No. 1 and 2 of this Notice.

The Company proposes to raise funds by way of issuance, offer and allotment (with or without provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) securities such as equity shares, and /or bonds, including, foreign currency convertible bonds / American Depositary Receipts/ Global Depositary Receipts/ debentures/ non-convertible debt instruments along with warrants/ convertible debentures/ securities and/ or any other equity based instruments/ securities (“**Securities**”) through qualified institutions placement, or through



any such other permissible mode or any combination thereof of any of the above, subject to any regulatory/ statutory/ shareholders' approvals as may be required.

Considering that the current borrowing limits of the Company may not be adequate to undertake the issuance of Securities, the Company is required to increase its borrowing limits in accordance with applicable laws. Therefore, it is proposed to pass this enabling resolution to authorize the Board of Directors of the Company to borrow any sum or sums of money in any form including but not limited to by way of loans, financial facility, through the issuance of debentures/ bonds, commercial paper or such other form, from any one or more banks and/or financial institutions and/or other entity/entities or authority/authorities, from time to time, as may be deemed appropriate by the Board for an amount not exceeding Rs.6,000 crores (Rupees Six Thousand Crores only) , notwithstanding that the money so borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), if any, may exceed the aggregate for the time being of the paid up share capital of the Company and its free reserves. Further, in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the members of the Company by way of a Special Resolution. Therefore, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company within the overall borrowing limits approved by the members of the Company in terms of Section 180(1)(c) of the Companies Act, 2013, from time to time.

The Board recommends the Special Resolution as set out in Items No. 1 and 2 of the Notice for approval by the members.

None of the directors or key managerial personnel or senior management of the Company, or their respective relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at Item no. 1 and 2 of this Notice.

ITEM NO. 3

In accordance with Section 102 of the Act read with the rules made thereunder, the following statement contains all the material facts relating to Special Business, as set out in item No. 3 of this Notice.

The Company proposes to raise funds by way of issuance, offer and allotment (with or without provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) securities such as equity shares, and /or bonds, including, foreign currency convertible bonds / American Depositary Receipts/ Global Depositary Receipts/ debentures/ non-convertible debt instruments along with warrants/ convertible debentures/ securities and/ or any other equity based instruments/ securities ("**Securities**") through qualified institutions placement, or through any such other permissible mode or any combination thereof of any of the above, subject to any regulatory/ statutory/ shareholders' approvals as may be required, to fund for inorganic growth through acquisitions and strategic initiatives, repayment or pre-payment of loans/borrowings availed by the Company and/or its subsidiaries, meeting working capital requirements of the Company and/or its subsidiaries, funding capital expenditure to be incurred by the Company and/or its subsidiaries, and/or general corporate purposes, as may be permissible under the applicable laws and approved by our Board or a duly constituted committee thereof from time to time.

In line with the above, the Company proposes to raise funds for an amount aggregating up to Rs. 6,000 Crores (Rupees Six Thousand Crores Only) , for cash, in one or more tranches, with or without green shoe option, in one or more tranches and/or one or more issuances simultaneously or otherwise, whether rupee denominated or denominated in one or more foreign currencies, Securities through public issue(s), preferential issue(s), private placement(s), qualified institutions placement(s) and/or any combination



thereof or any other method as may be permitted under applicable laws to eligible investors in the course of domestic or international offerings, through issue of prospectus and/or placement document and/or other permissible/requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers in accordance with the Chapter VI of SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, provident funds, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above in terms of the SEBI ICDR Regulations, applicable provisions of the Act and the applicable rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof and other applicable law, as amended.

Accordingly, the Board, at its meeting held on September 28, 2026, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager(s) and/or other advisor(s) appointed in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

In case the issuance of Securities in one or more tranches (“**Issue**”) is made through a qualified institutions placement/ non-convertible debt instruments along with warrants, as applicable: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the lead managers offer a discount, of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations. The ‘Relevant Date’ for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription. Further, in the event the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with applicable laws including the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any amendment or replacement/substitution thereof) and other applicable pricing provisions issued by the Ministry of Finance.

The special resolution also seeks to give the Board (or a duly authorized committee) powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/or individuals or otherwise as the Board or a duly authorized committee in its absolute discretion deem fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other



applicable laws, in consultation with lead manager(s) and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors. Further, the Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the Companies Act, 2013 and the applicable rules made thereunder (“**Act**”) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, and applicable laws including the SEBI ICDR Regulations, the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”), the SEBI Listing Regulations, as amended, the Foreign Exchange Management Act, 1999 and the rules and regulations thereunder including the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the Master Direction - External Commercial Borrowings, Trade Credits and Structured Obligations, 2019, as amended, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended.

Section 62(1)(c) of the Companies Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot. The SEBI Listing Regulations, as amended, also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the shareholders unless the shareholders in a general meeting or through postal ballot decide otherwise. Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders. The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects *pari passu* with the existing equity shares of the Company. Further, in terms of provisions of Section 42 and 71 of the Companies Act read with of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company can issue its securities including debentures on private placement basis after obtaining prior approval of the members of the Company by a Special Resolution.

The funds may be raised through issuance of further equity shares and/or any other securities by way of Qualified Institutions Placement (QIP) and/or Private Placement and/or Public Offer or any other method as may be permitted under applicable laws, in any combination thereof. Members’ approval is therefore sought for issuing any such instrument as the Company may deem appropriate.

The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Securities that may be created, offered, issued and allotted by the Company pursuant to QIP, shall rank, in all respects, *pari-passu* with the existing Securities of the Company.

The Securities allotted as above may be listed on any stock exchanges in India or abroad. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulation, as amended.



The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 3 of this notice, without the need for any fresh approval from the members of the Company in this regard.

If the Issue is made through a QIP, the Promoters will not participate in the Issue.

In connection with the proposed issuance of Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Hence, the details of the proposed allottees, percentage of post preferential offer holding that may be held by them and post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board or a duly authorized committee to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

The issue/ allotment/ conversion would be subject to the applicable regulatory approvals, if any. The issuance and allotment of Securities including equity shares to be allotted on conversion of Securities to foreign/ non-resident investors would be subject to the applicable foreign investment cap.

None of the directors or key managerial personnel or senior management of the Company, or their respective relatives, are concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the Company, in the resolution set out at item no. 3 of this Notice.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of equity shares for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The proposed Issue is in the interest of the Company and the Board recommends the resolution set out at item no. 3 of this Notice for the approval of the members as a special resolution.

By order of the Board of Directors

Sd/-

Sneha Parab

Company Secretary

Place: Mumbai

Dated: 28th September, 2026