

Date: - April 23, 2026

To,
BSE Limited.
P.J Towers,
Dalal Street,
Mumbai,400001

Scrip Code-524444

Subject- Notice of 34th Annual General Meeting of the Company for F.Y. 2024-25

Dear Sir,

Dear Sir /Madam,

With reference to the caption subject, Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith Notice of 34th Annual General Meeting of the members of the Company scheduled to be held on Friday, 15th May, 2026, at 11.30 a.m. through Video conferencing ('VC') / Other Audio-Visual means ("OAVM").

Kindly take note of the same on record.

Thanking You,

Yours faithfully,

FOR, EVEXIA LIFECARE LIMITED

JAYESHBHAI R. THAKKAR
CHAIRMAN & MANAGING DIRECTOR
DIN: 01631093

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of **Evexia Lifecare Limited (CIN-L23100GJ1990PLC014692)** will be held on Friday, May 15, 2026 at 11.30 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual means (“OVAM”) to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS ON MARCH 31, 2025:

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with Board’s Report and Auditors’ Report thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on March 31, 2025 including Balance sheet as on March 31, 2025 and Statement of Profit and Loss Accounts for the year ended on March 31, 2025 along with Cash Flow Statements and Report of the Directors and Auditors thereon of the Company for the financial year ended on March 31, 2025 be received, approved and adopted.”

ITEM NO. 2: RE-APPOINTMENT OF DIRECTOR:

To appoint a Director in place of Mr. Hasmukhbhai Dhanjibhai Thakkar (DIN:07183270), who retires by rotation at this Annual General Meeting, in terms of section 152(6) of the Companies Act, 2013 and being eligible, has offered himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Hasmukhbhai Dhanjibhai Thakkar (DIN:07183270), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR

APPOINTMENT OF M/S TEJAS K. SONI, CHARTERED ACCOUNTANTS (FRN 135093W) AS A STATUTORY AUDITORS FOR FINANCIAL YEAR 2025-26 TO FILL CASUAL VACANCY:

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company at their meeting held on February 17, 2026, consent of the members of the Company be and are hereby accorded to appoint M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) as Statutory Auditors of the Company for the Financial Year 2025-26 to fill the casual vacancy caused by the resignation of M/S M A Shah & Co., Chartered accountants (FRN 130001W) and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration as determined by the Board.”

"RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

ITEM NO. 4: APPOINTMENT OF STATUTORY AUDITOR

TO APPOINT M/S TEJAS K. SONI, CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) be and are hereby appointed as statutory auditors of the company for Second Term of 4 (four) consecutive Financial Year from 2026-27 to 2029-30 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

"RESOLVED FURTHER THAT any of the director of the Company be and is hereby severally authorized to sign and submit necessary e-Forms with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

ITEM NO. 5 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. JAYESH RAICHANBHAI THAKKAR (DIN: 01631093) AS MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and on the recommendation of Nomination and Remuneration Committee the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jayesh Raichandbhai Thakkar as Managing Director of the Company w.e.f. 17th February, 2026 for a period of 3 Years and pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Jayesh Raichandbhai Thakkar "

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Mr. Jayesh Raichandbhai Thakkar (DIN: 01631093) subject to the limits as set out under provision of the Act and as may be amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to revise from time to time during the tenure of the appointment of Mr. Jayesh Raichandbhai Thakkar (DIN: 01631093), the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

ITEM NO. 6: APPOINTMENT OF M/S. BRAJESH GUPTA & CO, PRACTISING COMPANY SECRETARIES (MEMBERSHIP NUMBER: A33070 AND COP NUMBER: 21306) AS THE SECRETARIAL AUDITORS OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) [including any statutory modification or re-enactment thereof for the time being in force] read with Circulars issued thereunder from time to time and in accordance with the recommendation of the Board of Directors of the Company, consent of the Members, be and is, hereby accorded for the appointment of M/s. BRAJESH GUPTA & CO, Practising Company Secretaries a firm of Company Secretaries in Practice, (Membership Number: A33070 and COP Number: 21306) as the Secretarial Auditors of the Company for conducting Secretarial Audit for a term of 5 (five) consecutive years from the financial year 2025-26 till the financial year 2029-30 on such remuneration as may be determined by the Audit Committee/Board of Directors and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors maybe eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or any other person authorized by the Board in this regard, be and is hereby jointly and/or severally authorized on behalf of the Company to do all such acts, deeds and things as may be considered necessary, desirable or expedient to give effect to the resolutions.”

ITEM NO. 7: TO AUTHORISE BOARD TO GRANT LOANS AND ADVANCES AND/OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITIES IN WHOM DIRECTOR/S IS /ARE INTERESTED

To consider and if thought fit, to give your assent/dissent to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of members of the Company be

and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by various entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs.200 Crores (Rupees Two hundred Crores only) for each entity at any point in time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loan/Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

ITEM NO. 8: TO AUTHORISE BOARD FOR MAKING LOANS, GIVING GUARANTEES AND MAKING INVESTMENTS IN OTHER BODIES CORPORATE UNDER SECTION 186 OF COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provision of section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company to grant loans and advances or make investments in the securities of any other body corporate or provide securities or guarantees for such an amount that the aggregate of such loans and investments made or to be made, the amounts for which guarantee or security so far provided in connection with a loan to any other body corporate or person, along with the investment, loan, guarantee or security proposed to be made or given by the Company in excess of the limits prescribed under Section 186 of the Act, upon such terms and conditions as the Board may think fit, provided that the amount of such total loans or investments made, guarantees given and/ or securities provided shall not at any time exceed Rs.2000 crore."

"RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

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

"RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution."

ITEM NO. 9: TO AUTHORIZE BOARD OF DIRECTORS TO SELL, LEASE OR OTHERWISE DISPOSE OF UNDERTAKING OF THE COMPANY UNDER SECTION 180 (1)(A) OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof) and upon recommendation of the Board of Directors, the consent of shareholders of the Company be and is hereby accorded to authorize the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to create charges, hypothecations, mortgages/equitable mortgages on movable and/or immovable properties and/ or whole or any part of the undertaking(s) of the Company, present and/or future, to take over the management of the business and concern of the Company and/ or sell/ dispose of the properties so charged, mortgaged or hypothecated in certain events, in favour of lenders, banks, financial institutions, trustees of the holders of debentures/bonds and/or other instruments, hire purchase/lease companies, body corporate or any other person/ on such terms and conditions as the Board may deem fit, towards security for borrowings of the Company from time to time, provided that the total amount at any point of time shall not exceed Rs. 1000.00 Crores (Rupees One Thousand Crores Only).

“RESOLVED FURTHER THAT all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

ITEM NO. 10: TO AUTHORIZE BOARD OF DIRECTORS FOR BORROWINGS UNDER SECTION 180(1)(C) OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under and the consent of the members be and is hereby accorded to the Board of Directors of the Company, to borrow money from time to time whether secured or unsecured for the business of the Company notwithstanding that such borrowings, together with money already borrowed (apart from temporary loans obtained if any, from the bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount borrowed shall not at any time exceed the limit of Rs. 1000.00 Crores (Rupees One Thousand Crores Only).

“RESOLVED FURTHER THAT all Directors of the Company or Chief Financial Officer or Company Secretary be and are hereby severally authorized to sign such forms/returns and various documents as may be required to be submitted to the Registrar of Companies or such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said resolution.”

ITEM NO. 11: ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the Alteration in the existing Object Clause of the Memorandum of Association (“the MOA”) of the Company by addition of the following object in Clause III (A):

17. To carry on the business of manufacturing, assembling, designing, developing, testing, repairing, servicing, importing, exporting, buying, selling, dealership, distributing, leasing, hiring, renting, and letting on hire and dealing in all kinds of electric vehicles, hybrid vehicles, fuel-based vehicles, and other automobiles of every description, including cars, buses, trucks, two-wheelers, three-wheelers, and commercial vehicles and to engage in the trading, dealership, and distribution of spare parts, accessories, batteries, charging equipment, and other related components and products and provide services related to vehicles, including maintenance, repair, refurbishment, retrofitting of conventional vehicles into electric vehicles, fleet management, logistics support, and consultancy services.

18. To establish, operate, and maintain charging infrastructure for electric vehicles, including charging stations, battery swapping stations, and related facilities.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which shall deem to include as its duly constituted committee) or any other officer/ executive/ representative and/ or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modification and alteration to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authorities arising from incidental to the said amendment without requiring the Board to secure any further consent or approval of the Members of the Company.”

By Order of the Board of Directors

EVEXIA LIFECARE LIMITED

Sd/-

JAYESH RAICHANDBHAI THAKKAR
Chairman and Managing Director
DIN-01631093

Place:- Vadodara

Date:- April 22, 2026

NOTES: -

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 2/2022 dated May 05, 2022, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (VC) / Other Audio Visual Medium (OAVM) till September 30, 2024, without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM, without the physical presence of the members at a common venue. The Company has engaged MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) for

facilitating voting through electronic means i.e. remote e-voting and voting on the date of AGM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice

3. Corporate members intending to represent through their authorized representatives in the AGM through VC/ OAVM and to vote through remote e-voting or voting at the AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to the designated email address of the Registrar and Transfer Agents at investor.helpdesk@in.mpms.mufig.com.

4. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 34th AGM has been fixed as 08th May, 2026.

5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, May 08, 2026 to Friday, May 15, 2026 (Both Days Inclusive).

6. Change of particulars including address, bank mandate & nomination for shares held in demat form, should be notified only to the respective Depository Participants where the member has opened his demat account. The Company or its Share Transfer Agent will not be able to act on any direct request from these Members for change of such details. However, for any change in particulars in respect of shares held in physical form should be sent to the Registrar & Share Transfer Agents of the Company i.e., MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) at following address:

MUFG Intime India Private Limited
Geetakunj, 1, Bhakti Nagar Society,
Behind ABS Tower, Old Padra Road,
Vadodara, Gujarat, 390015

7. SEBI has decided that securities of listed companies can be transferred only in dematerialized form 01st April 2019. In view of the above and to avail various- benefits of dematerialization, members are advised to dematerialize shares held by them in physical form. Members can contact the Company or the Company's Registrar and Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), for assistance in this regard.

8. Members desirous of getting any information about the accounts and operations of the Company are requested to send their query to info@evexialifecare.com on or before April 10, 2026.

9. Members are requested to register their E-mail address with the Company/Registrar & Transfer Agents so as to receive Annual Report and other communication electronically.

10. Information pursuant to regulations 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment/ re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

11. In compliance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020 and January 15, 2021, Notice of the Annual General Meeting along with the Annual Report for the Financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the Financial year 2024-25 will also be available in the Investors Section on the Company's website www.evexialifecare.com and on the website of Bombay Stock Exchange at www.bseindia.com.

12. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

13. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.

14. Mr. Jayesh Thakkaar (DIN: 01631093) is interested in the Special resolutions set out at Item No. 5. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Business of the Notice.

15. The Company's shares are listed at Bombay Stock Exchange.

16. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

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

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.evexialifecare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members to exercise their right to vote at 34th Annual General Meeting of the Company by electronic means through remote e-voting facility provided by National Securities Depository Limited (NSDL). Members who are holding shares in physical or dematerialized form as on May08, 2026 shall exercise their vote by electronic means.
9. The voting period begins on Tuesday, May 12, 2026 (09:00 a.m.) to Thursday, May 14, 2026 (05:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) May 08, 2026 may cast their vote electronically. The e-voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter.
10. 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., April 17, 2026 may obtain the login ID and password by sending an email to evoting@nsdl.co.in by mentioning their Folio No./DP ID.
11. The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
12. The details of the process and manner for remote e-voting are explained herein below:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 e-Voting facility.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="564 1196 1461 1576">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="564 1585 1461 1998">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDEAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. 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



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to brajesh.cs19@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Hardik Thakkar at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@evexialifecare.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@evexialifecare.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM 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 system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

GENERAL INSTRUCTIONS:

- a. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. May 08, 2026. 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. May 08, 2026 only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- b. CS Brajesh Gupta, Proprietor, M/s. Brajesh Gupta & Company, Practicing Company Secretaries (Membership Number: A33070 and COP Number: 21306) has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.

c. The Scrutinizer shall within 2working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

d. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.evexialifecare.com and communicated to the BSE Limited.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@evexialifecare.com. The same will be replied by the company suitably.

INSTRUCTIONS FOR SHAREHOLDERS FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS ARE AS FOLLOWS:

i. Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a Member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

ii. Permanent Registration for Demat Shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (“DP”) by following the procedure prescribed by the DP.

iii. Registration of email id for Shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who Have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website <https://in.mpms.mufg.com/> at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB). In case of any query, a Member may send an e-mail to Link Intime at rnt.helpdesk@linkintime.co.in.

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

iv. Registration of Bank Details for Physical Shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Link Intime, by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their website www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a Member may send an email to Link Intime at rnt.helpdesk@linkintime.co.in

On submission of the Shareholders details an OTP will be received by the Shareholder which needs to be entered in the link for verification.

By Order of the Board of Directors

EVEXIA LIFECARE LIMITED

Sd/-

JAYESH RAICHANDBHAI THAKKAR
Chairman and Managing Director
DIN-01631093

Place:- Vadodara

Date:- April 22, 2026

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

ITEM NO. 3

The Members of the Company through Postal Ballot Resolution dated 18th January, 2025 had appointed M/s. M. A. Shah & Co, Chartered Accountants (FRN: 0112630W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s TEJAS K. SONI, Chartered Accountants (FRN:135093W) for FY 2024-25 and who shall hold office till the conclusion of the ensuing Annual General Meeting of the Company to be held in the year 2025. However, M/s. M. A. Shah & Co, Chartered Accountants vide their letter dated 12th February, 2026 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Your board approached to M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) to act as Statutory Auditor of the Company and received their affirmation. Therefore, Board of Directors in their meeting held on 17th February, 2026 on the recommendation of Audit Committee has appointed M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) as a Statutory Auditor to fill the casual vacancy caused by the resignation of M/s. M. A. Shah & Co, Chartered Accountants (FRN: 0112630W) to hold office as the Statutory Auditor of the Company till the conclusion of 34th Annual General Meeting for the Financial Year 2025-26 subject to the approval by the members at the 34th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) to act as Statutory Auditor of the Company in place of M/s. M A Shah & Co, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4

The Board of Directors at their meeting held on 17th February, 2026, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) as Statutory Auditor of the Company to hold office for a Second term of Four (4) consecutive financial years from 2026-27 to 2029-30, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/S Tejas K. Soni, Chartered Accountants (FRN 135093W) to act as Statutory Auditor of the Company in place of M/s M Sahu & Com, Chartered Accountants along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution. The Board

accordingly recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

ITEM NO .5

Subject to the approval of members of the Company, the Board of Directors in their meeting held on February 17, 2026, re- appointed Mr. Jayesh Raichandbhai Thakkar (DIN: 01631093), as Managing Director of the Company for a period of 3 years with effect from 17th February, 2026 on the recommendation of the Nomination and Remuneration committee.

Mr. Jayesh Raichandbhai Thakkar is a Promoter, Chairman & Managing Director of the Company. He has completed Bachelor of Commerce. He is having experience of about 30 years in Edible oil business, Hospitality Industry, Trading of chemicals, etc. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company. Considering several aspects, and on the recommendation of the Nomination and Remuneration committee, the Board of Directors has considered it appropriate and advisable to appoint him as a Managing Director for a period of three years with effect from February 17, 2026 on the below mentioned terms and conditions:

I. Period:

For a period of 3 years from February 17, 2026

II. Salary(Including perquisites):

Rs. 3,00,000 Per Month.

III. Duties:

Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. The MD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

IV. TERMINATION:

Managing Director may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director may resign from his office by giving 60 days' Notice to the Company.

V. COMPENSATION:

In the event of termination of office of Managing Director takes place before the expiration of tenure thereof, Managing Director of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.

VI. Other terms and conditions:

- a) "Family" means the spouse and dependent children of Mr. Jayesh Raichandbhai Thakkar.
- b) Leave with full pay and allowances shall be allowed as per the Company's rules.

- c) Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- d) No sitting fees shall be paid to the Managing Director for attending the meetings of the Board of Directors or Committees thereof.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and Regulation 17 (6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable w.e.f. April 01, 2019 the appointment of and payment of remuneration to Managing Director requires the approval of the Shareholders in General Meeting by way of Special resolution and hence necessary resolution has been proposed for your approval. The Board of Directors is of the view that the services of Jayesh Raichandbhai Thakkar will be of immense value and will be in the interest of the Company. Your directors therefore recommend the resolution as embodied in the notice to be passed with or without modifications as Special Resolution.

Except Jayesh Raichandbhai Thakkar, being an appointee, relatives, none of the other Directors, Key Managerial personnel and their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO .6

The Securities and Exchange Board of India ('SEBI') has amended the Listing Regulations with effect from December 12, 2024, by which every Listed Entity and its Material Unlisted Subsidiary incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and their appointment shall be recommended by the Board for approval by the Shareholders.

In line with the SEBI notification, the Board, subject to the approval of the Shareholders, proposes to appoint M/s. BRAJESH GUPTA & CO., Practising Company Secretaries a firm of Company Secretaries in practice, (Membership Number: A33070 and COP Number: 21306) as the Secretarial Auditors of the Company for conducting Secretarial Audit for a term of 5 (five) consecutive years from the financial year 2025-26 till the financial year 2029-30.

M/s. BRAJESH GUPTA & CO is a peer reviewed and a well-established Practicing Company Secretary firm. M/s. BRAJESH GUPTA & CO are eligible in accordance with the guidelines and professional standards prescribed by the Institute of Company Secretaries of India and have provided their consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Further, M/s BRAJESH GUPTA & CO has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest.

Brief Profile of M/s. BRAJESH GUPTA & CO:

Name: CS Brajesh Gupta

Designation: Practicing Company Secretary

Membership Number: A33070

Certificate of Practice (COP): 21306

Areas of expertise

- Acting as strategic advisors to the board—formalizing agendas, circulating board packs, preparing meeting minutes, and safeguarding governance integrity.
- Serving as the board's compliance conscience, ensuring transparent and ethical governance.
- Handling filings, registrations, and pre-certification of documents with the Registrar of Companies.

- Maintaining secretarial records and statutory registers.
- Acting as secretarial auditor, advisor, or consultant.

The Board of Directors based on the recommendation of Audit Committee have proposed the secretarial audit fees of Rs. 60,000/- (Rupees Sixty Thousand only) for FY 2025-26 plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit, based on the scope of work, team size, industry experience, and the time and expertise required by auditors to conduct the audit effectively.

Accordingly, the approval of the Members is sought for passing an **Ordinary Resolution**, as set out at **Item No. 4** of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 7:

TO AUTHORISE BOARD TO GRANT LOANS AND ADVANCES AND/OR SECURITIES UNDER SECTION 185 OF THE COMPANIES ACT, 2013 TO ENTITIES IN WHOM DIRECTORS/S IS /ARE INTERESTED

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

Accordingly the Board of Directors in its meeting held on August 14, 2025 has considered and decided to seek shareholders' approval by way of a special resolution for any loan advanced/to be advanced, giving any guarantee or providing any security to various parties in terms of the statutory requirements provided under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, provided that the aggregate limit shall not at any time exceed Rs.200 crores for each party as mentioned below.

Further, the said loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by each Borrower as mentioned below for the purpose of its principal business activities and that keeping the best interest of the Company.

The brief particulars of Loan given/proposed to be given or guarantee to be given or security to be provided by your Company to the various companies with their limits are provided as below;

1.M/s Raghuvir International Private Limited

M/S Raghuvir International Private Limited is shareholder and promoter of your company. Mr. Jayesh Raichandbhai Thakkar, Promoter of your Company is Director & Shareholder of Raghuvir International Private Limited and hence both the entities are related.

M/S Raghuvir International Private Limited principal business is to carry on the business anywhere in the world of traders, exporters, importers, buyers, distributor , sellers, processors, dealers and otherwise in all capacities in all or any types of goods including consumer goods,

industrial goods, agricultural goods, plant & machinery, pharmaceuticals, electric I and electronic products, Telecom Products, Smart Phones, Mobile Devices, Telecom Accessories , Regional Movies, Printed Stationeries, Office Stationeries, IT Products, Computer Peripherals, Media Products, Audio, Video and other entertainment products, Building materials, Ceramics, Bathroom Fittings, Furniture & Other Wooden Items, Granites, Minerals, Marbles, other Stones and Tile , Garments, Textiles, Artifacts, Handicrafts, Incense, Perfumes and Fragrances, Paintings, Sculpture , Carpets, Jewellery, Gems, Electronic items, components and accessories, Machines and Mechanic I Items, components and accessories, and any other Products, Items or Things of any kind whether Indigenous or imported from any other Country of the World, and all other works which are ancillary to the above purpose.

The brief particulars of Given/Loan proposed to be given or guarantee to be given or security to be provided by your Company to M/S Raghuvir International Private Limited are as follows;

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Raghuvir International Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr.Jayesh Raichandbhai Thakkar along with his relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

2. M/s Shree Saibaba Exim Private Limited

M/S Shree Saibaba Exim Private Limited is shareholder and Promoter of your company. Ms. Artiben Thakkar, Promoter of your company is Director & Shareholder of Shree Saibaba Exim Private Limited and hence both the entities are related.

M/S Shree Saibaba Exim Private Limited principal business to carry on the business anywhere in the world of exporters, importers, traders, buyers, distributors sellers in all capacity in all or any types of Goods.

The brief particulars of Loan given/ proposed to be given or guarantee to be given or security to be provided by your Company to M/S Shree Saibaba Exim Private Limited are as follows:-

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Shree Saibaba Exim Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Ms. Artiben Thakkar along with her relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

3. M/s Kavit Trading Private Limited

M/s Kavit Trading Private Limited wherein your Company is also one of the shareholders In Kavit Trading Private Limited, your company holds 70% of total Contribution. Also Mr. Jayeshbhai Thakkar, Chairman & Managing Director of the Company is Common Shareholder and Director in both the companies and Mr. Kartik Kumar Bakulchandra Mistry Independent Director of your company is Common Director in both the Companies.

M/s. Kavit Trading Private Limited principal business to carry on business to develop, design, structure, establish, maintain and to set up the business of handling customer support services by providing all kinds of legal, business, financial and accounting process outsourcing and drafting services including online research, reviewing and reporting documents, general drafting, litigation support, corporate due diligence support, mortgage processing and intellectual property research, drafting and applications of patents, trademarks and copyrights, bankruptcy applications, incorporation applications, drafting in the field of Direct-Indirect Taxes and Corporate Laws, establishing and running, domestically and internationally, legal process outsourcing (LPO), business process outsourcing (BPO), knowledge process outsourcing (KPO), financial and accounting services outsourcing centers, call centers, data centers, medical transcription centers, data and word processing centers, whether pertaining to lawyers, legal firms, accountancy firms, corporate houses, Government or State bodies, own customers or client's customers from within India or outside, for requests received through various communication mediums including internet. To impart knowledge in the field of developing customized solutions, to set up research and development and train, educate and carry on the business of designing, developing, exporting and importing consultancy and training in all kinds of legal, business, financial services and accounting process outsourcing and back office services through class room training, practical training or on site deployment of trained and skilled staff or through video conferencing and internet telephoning and other related mediums and to carry on the business of providing all kinds of outsourcing and consultancy services either computer aided or through telephone or internet or any other mode and mediums.

The brief particulars of Loan Given/ Proposed to be given or guarantee to be given or security to be provided by your Company to i.e. M/s Kavit Trading Private Limited are as follows:

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Kavit Trading Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Jayesh Raichandbhai Thakkar and Mr. Kartik Kumar Bakulchandra Mistry along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

4. M/s Kavit Edible Oil Limited

M/s Kavit Edible Oil Limited wherein your Company is one of the shareholders in Kavit Edible Oil Limited, your company holds 80% of Total Contribution. Also Mr. Jayeshbhai Thakkar, Chairman & Managing Director of the Company is Common Shareholder and Director in both the Companies and Mr. Bhavesh Desai, Chief Financial Officer of the Company is Director of the Kavit Edible Oil Limited.

M/S Kavit Edible Oil Limited principal business to carry on in India or any part of the world the business of manufacturing, processing, producing, refining, re-refining, blending, buying, selling, exporting, importing, storing, transporting, distributing and disposing, all types of Edible and Non Edible oil, oil-products, barns and oil cakes, de-nil cake of any nature and kind whatsoever, hydrogenated oils, oil substitutes, glycerine, fatty acids, lubricating oils, greases and oil preparations and by products including linters, hardened oils, vanaspati, margarine, edible proteins.

The brief particulars of Loan Given/proposed to be given or guarantee to be given or security to be provided by your Company to M/s Kavit Edible Oil Limited are as follows:-

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Kavit Edible Oil Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Jayesh Raichandbhai Thakkar and Mr. Bhavesh Desai along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

5. M/s Revin Labs Private Limited

M/s Revin Labs Private Limited wherein your Company is one of the shareholders in Revin Labs Private Limited, your company holds 50% of total Contribution.

M/S Revin Labs Private Limited principal business to carry on the business in all its Branches, of testing services in the field of Chemical, Instrumental and biology and conducting research in house or by getting the same from outside agencies and to deal with the same.

The brief particulars of Loan Given / proposed to be given or guarantee to be given or security to be provided by your Company to M/s Revin Labs Private Limited are as follows:

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/S Revin Labs Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

None of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

6. M/s Diponed Research International Private Limited

M/s Diponed Research International Private Limited wherein your Company is one of the shareholders in Diponed Research International Private Limited, your company holds 65% of Total Contribution. Also Mr. Jayeshbhai Thakkar, Chairman & Managing Director of the Company is Common Shareholder and Director in both the Companies.

M/S Diponed Research International Private Limited principal business to conduct research, development, in all kinds of surgical, diagnostic, medical and scientific instruments, diagnostic kits, healthcare aids, products and instruments, and perform contract research in order to contribute to innovative processes, technology development and research on various medical diagnostic and treatment devices and other related products, and to put in continuous efforts in inventing and developing novel techniques in medical and healthcare sectors and to create and licence technology and intellectual property rights for development of processes, products and services.

The brief particulars of Loan Given/Proposed to be given or guarantee to be given or security to be provided by your Company to M/s Diponed Research International Private Limited are as follows:

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/S Diponed Research International Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Jayesh Raichandbhai Thakkar along with his relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

7. M/s Diponed Bio Private Limited

M/s Diponed Bio Private Limited wherein your Company is also one of the shareholder In Diponed Bio Private Limited, your company holds 65% of Total Contribution. Also Mr. Jayeshbhai Thakkar, Chairman & Managing Director of the Company is Common Shareholder and Director in both the Companies

M/S Diponed Bio Private Limited principal business to carry on the business wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts to carry on the business of chemists,

druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.

The brief particulars of Loan Given/proposed to be given or guarantee to be given or security to be provided by your Company to M/s Diponed Bio Private Limited are as follows:-

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/S Diponed Bio Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Jayesh Raichandbhai Thakkar along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

8. M/S Pacific Finstock Limited

Mr. Jayeshbhai Thakkar, Chairman & Managing Director of the company is Promoter & Shareholder of the Pacific Finstock Limited.

M/S Pacific Finstock Limited principal business is of to carry on in India and abroad the business of merchant bankers, finance company including finance and all types of financing and to provide finance by making loans, advances, deposits, giving credits, guarantees or otherwise to any persons, firms, companies, co-operative societies, trusts, non-trading corporations and other organizations and to carry out finance operations of all kinds and to perform and provide financial services such as consultants, advisors, portfolio managers and to underwrite, sub-underwrite, invest in give, acquire, hold, buy or otherwise deal in shares, debentures, debenture stocks, bonds, stocks, deposits, loans, units, obligations and securities of all types issued by bodies corporate, central or state government, public authorities, corporations, banks, financial institution, organizations in India or elsewhere and to carry on the business of investment company including venture capital investment business.

The brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to M/S Pacific Finstock Limited are as follows:

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Pacific Finstock Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Jayesh Raichandbhai Thakkar along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

9. M/S Kavit Hospitality Private Limited

Mrs. Artiben Thakkar Promoter and Shareholder of your Company is also one of the shareholders in Kavit Hospitality Private Limited. Hence both the Companies are related.

M/S Kavit Hospitality Private Limited principal business is carry on in India or elsewhere the business to acquire, undertake, promote, run, manage, own, lease, convert, build, commercialize, handle, operate, renovate, construct, maintain, improve, exchange, furnish, recondition, hire, let on hire, develop, consolidate, subdivide, organise and otherwise deal in all respects in all kinds of hospitality business including hotels, restaurants, cafes. To establish and carry on in India or elsewhere the business to acquire, undertake, promote, run, taverns, rest houses, tea and coffee houses, beer houses, bars, flight carriers, lodging housekeepers, refreshment rooms, night clubs, cabarets, swimming pools, Turkish baths, lodges, apartments, housekeepers, cottage or grocers, poulterers, green grocers, licensed victualler, discotheque, banquet halls, dressing rooms, laundries, hair dresser shops, stores, libraries, writing and news paper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, travelling agencies, motor cabs, theatrical and opera box offices, cinemas and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices, cosmetics, clothes, provisions, spices and other allied goods, materials, substances, consumables and preparations connected thereto and to do all incidental acts and things necessary for the attainment of foregoing objects .

The brief particulars of Loan Given / Proposed to be given or guarantee to be given or security to be provided by your Company to M/S Kavit Hospitality Private Limited are as follows:

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Kavit Hospitality Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mrs. Artiben Thakkar along with her relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

10. M/S Vittal's MediCare Private Limited

M/S Vittal's MediCare Private Limited wherein your Company is also one of the shareholders. In M/S Vittal's MediCare Private Limited, your Company holds 51 % of total contribution.

M/S Vittal's MediCare Private Limited principal business engaged in the business of Diagnostic Centers and Evexia Lifecare Limited is also engaged in manufacturing and trading in pharmaceuticals, chemicals and lifecare products hence it signifies a strategic alignment aimed at capitalizing on synergistic opportunities for business advancement

The brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to M/S Kavita Hospitality Private Limited are as follows:

Name of the Entity	Particulars of loans to be given, and/ or guarantee to be given and/ or security to be provided	Purpose
M/s Vittal's MediCare Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs.200 Crores at any point in time.	Sale and purchase of goods/ services or any other expense including working capital requirements and for Capex to support its Principal Business Activities.

Except Mr. Jayesh Raichandbhai Thakkar along with their relatives, none of the other Directors or the Key Managerial Personnel or their relatives except to their shareholding is in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO. 8:

Section 186 of the Companies Act, 2013, provides that a company shall not directly or indirectly give any loan, guarantee, or provide security in connection with a loan, or acquire securities by way of subscription, purchase, or otherwise, exceeding the limits prescribed therein, without obtaining the prior approval of the shareholders by way of a Special Resolution.

The prescribed limits under Section 186 are:

- 60% of the Company's paid-up share capital, free reserves, and securities premium account; or
- 100% of its free reserves and securities premium account, whichever is higher.

In order to achieve long-term strategic and business objectives, the Company may be required to give loans, provide guarantees, or make investments in other bodies corporate or persons. Considering the growth plans and to provide financial support to subsidiaries, joint ventures, group companies, or other entities for business purposes, it is proposed to authorise the Board of Directors to grant loans, give guarantees, provide securities, or make investments together with loans and investments already made up to an overall limit of **Rs. 2,000 crore (Rupees Two Thousand Crore only)** notwithstanding that such investments, loans, guarantees, or securities may exceed the limits specified under Section 186.

The Board commends the Special Resolution for approval of the Members.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NUMBER 9 & 10

Keeping in view of the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, your Company is desirous of raising funds from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules there under.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of it's authorised Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, as set out at Item No.7 and Item No. 8 of the Notice, to enable the Board of Directors to borrow money upto Rs. 1000 Crores (Rupees One Thousand Crores) and inter alia, authorised the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends the Special Resolution as per the accompanying Notice, for approval by the Shareholders of the Company.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

ITEM NUMBER 11

The Company proposes to alter its Object Clause of the Memorandum of Association to expand and diversify its business activities in line with emerging opportunities in the automobile and electric mobility sector.

The existing object clause is being amended to enable the Company to undertake a comprehensive range of activities relating to electric vehicles, hybrid vehicles, fuel-based vehicles, and other automobiles. The proposed amendment will allow the Company to engage in manufacturing, assembling, designing, developing, testing, repairing, servicing, importing, exporting, buying, selling, dealership, distribution, leasing, hiring, renting, and letting on hire of various types of vehicles including cars, buses, trucks, two-wheelers, three-wheelers, and commercial vehicles.

Further, the alteration will authorize the Company to carry on the business of trading, dealership, and distribution of spare parts, accessories, batteries, charging equipment, and other related components and products. It will also enable the Company to provide a wide range of services including maintenance, repair, refurbishment, retrofitting of conventional vehicles into electric vehicles, fleet management, logistics support, and consultancy services.

Additionally, the Company intends to venture into the establishment, operation, and maintenance of electric vehicle charging infrastructure, including charging stations, battery swapping stations, and other related facilities, to support the growing demand for electric mobility solutions.

The proposed changes are in line with the evolving business environment and will provide the Company with greater operational flexibility and new growth opportunities.

Alteration of the Object Clause of the Memorandum of Association of the Company. With motive of expanding business activities of the Company, the Board of Directors of the Company at its meeting held on held on April 22, 2026, has, subject to the approval of the Shareholders of the Company by way of special resolutions approved the alteration in Object Clause of the Memorandum of Association of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set forth in Item no. 11.

The consent of the Members by way of Special Resolution is required for alteration of object Clause of the Memorandum of Association of the Company. The Board recommends for approval by the members the resolution set forth in Item no. 11 of the Notice as Special Resolution.