



NOTICE

Notice is hereby given that the **46th Annual General Meeting** ('AGM') of the members of **Aravali Securities & Finance Limited** ('the Company') will be held on **Saturday, the 04th day of July, 2026 at 12:00 Noon (IST)** through Video Conferencing (VC) /Other Audio Visual Means (OAVM) to transact the following businesses. The Venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No. 136, Ground Floor, Rider House, Sector-44, Gurgaon-122003, Haryana.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2026 including audited Balance Sheet as at 31st March 2026, Statement of Profit & Loss Account and Statement of Cash Flows for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider and appoint a director in place of Mrs. Malvika Poddar (DIN:00457245), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

1. Appointment of Mrs. Chandra Lekha Poddar (DIN: 00290957), as a Non-Executive and Non-Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Chandra Lekha Poddar (DIN: 00290957), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Director of the Company with effect from January 13, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received consent to act as a Director in Form DIR-2 and declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and intimations with the Registrar of Companies, Stock Exchange(s) and other statutory/regulatory authorities as may be necessary or expedient for giving effect to this Resolution."

2. Appointment of Mr. Shiv Poddar (DIN: 11472666) as a Non-Executive and Non-Independent Director 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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Shiv Poddar (DIN: 11472666), who was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Director of the Company with effect from January 13, 2026 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received consent to act as a Director in Form DIR-2 and declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms, returns and intimations with the Registrar of Companies, Stock Exchange(s) and other statutory/regulatory authorities as may be necessary or expedient for giving effect to this Resolution."

By Order of the Board of Directors

(Naresh Kumar Magoo)
Managing Director
DIN: 00914743

Place: Gurgaon
Date: 06 / 06 / 2026

ARAVALI SECURITIES & FINANCE LIMITED

Regd. Office: Rider House, Ground Floor, Plot No. 136, Sector-44, Gurgaon-122003

Phone: +91-124-4284578/4284580/4284582

CIN: L67120HR1980PLC039125 | Website: www.aravalisecurities.com | Email: info@aravalisecurities.com

**NOTES:-**

1. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 20/2020 dated May 5, 2020 read with subsequent circulars issued from time to time, the latest being General Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars"), has permitted companies to conduct Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") up to September 30, 2026. In compliance with the provisions of the Companies Act, 2013 ("the Act"), the Rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the MCA Circulars, the 46th Annual General Meetings ("AGM") of the Company is being conducted through VC/OAVM facility. The Company has engaged National Securities Depository Limited ("NSDL") for providing the following facilities:
 - (a) remote e-voting;
 - (b) participation in the AGM through VC/OAVM facility; and
 - (c) e-voting during the AGM.
2. Pursuant to the applicable provisions of the Companies Act, 2013, the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 effective from December 13, 2024, physical attendance of Members has been dispensed with for AGMs conducted through VC/OAVM. Accordingly, the facility for appointment of proxies by the Members is not available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Corporate/Institutional Members intending to authorize their representatives to attend the AGM through VC/OAVM and vote through remote e-voting are requested to send a scanned certified true copy (PDF/JPG format) of the Board Resolution/Authority Letter authorizing such representative to attend and vote at the AGM to the Scrutinizer through their registered e-mail address at companysecretary@aravalisecurities.com with a copy marked to evoting@nsdl.co.in.
4. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the 46th AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA")/Depository Participants ("DPs"). Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, the Company shall send a communication to those Members whose e-mail addresses are not registered with the Company/RTA/DPs, inter alia, indicating the manner in which the Annual Report and Notice of AGM can be accessed from the website of the Company.
5. Members holding shares in physical form and whose e-mail addresses are not registered with the Company/RTA are requested to register/update the same by submitting duly filled and signed Form ISR-1 along with the prescribed supporting documents including self-attested copy of PAN Card and address proof to the Registrar and Share Transfer Agent of the Company, Skyline Financial Services Private Limited, at the address mentioned in this Notice or through e-mail at compliance@skylinerta.com.
6. Members holding shares in physical form are requested to register/update their PAN, nomination, contact details, bank account details, specimen signature and other KYC details with the Registrar and Share Transfer Agent of the Company in accordance with the SEBI circulars issued from time to time.
7. The Notice of the AGM and the Annual Report for the financial year 2025-26 shall also be available on the website of the Company at www.aravalisecurities.com, on the website of BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, June 28, 2026 to Saturday, July 04, 2026 (both days inclusive).
9. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, in respect of the Director seeking appointment/re-appointment at this AGM, forms part of this Notice.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act shall be available electronically for inspection by the Members during the AGM. Members seeking inspection of such documents may send an e-mail to the Company at least 48 hours before the AGM.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company at least ten days before the date of the AGM so that the required information may be made available at the AGM.
12. Non-Resident Indian ("NRI") Members are requested to inform Skyline Financial Services Private Limited immediately regarding:
 - (a) change in their residential status on return to India for permanent settlement; and
 - (b) particulars of their bank account maintained in India with complete name of the bank, branch, account type, account number and address of the bank, if not furnished earlier.
13. Members may join the AGM through VC/OAVM facility 15 minutes before the scheduled time of commencement of the AGM and shall be allowed to join up to 15 minutes after such scheduled time by following the procedure mentioned in this Notice. The facility of participation through VC/OAVM shall be made available to at least 1,000 Members on a first-come-first-served basis. However, this restriction shall not apply to large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and such other persons as permitted under the applicable laws.
14. The attendance of Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and the MCA Circulars, the Company is providing remote e-voting facility to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has appointed NSDL as the authorised agency for facilitating voting through electronic means. The facility for voting through electronic voting system during the AGM shall also be made available by NSDL to those Members who participate in the AGM and have not cast their votes through remote e-voting.



16. In accordance with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice convening the AGM has been uploaded on the website of the Company at www.aravalisecurities.com. The Notice is also available on the website of BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
17. Any person holding shares in physical form and non-individual shareholders who acquire shares of the Company and become Members of the Company after dispatch of the Notice through e-mail and holding shares as on the cut-off date i.e. Saturday, June 27, 2026, may obtain the login credentials by sending a request at evoting@nsdl.co.in or to the Company/RTA. However, if such person is already registered with NSDL for remote e-voting, then the existing User ID and password can be used for casting the vote. In case the password is forgotten, Members may reset the same by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on [NSDL e-Voting Portal](#) or may contact NSDL at 022-4886 7000 and 022-2499 7000.

Further, Individual Members holding securities in dematerialised form, who acquire shares of the Company and become Members after dispatch of the Notice and holding shares as on the cut-off date, may follow the procedure specified in the Notice under the heading "Access to NSDL e-Voting System".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period starts on **01 July, 2026 at 09:00 A.M.** and ends on **03 July, 2026 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **27 June, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **27 June, 2026**.

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





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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> 1. 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 or joining virtual meeting & voting during the meeting. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 use 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>



B) Login Method for e-Voting and joining virtual meeting 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 acs.gauravarora@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 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@aravalisecurities.com/](mailto:info@aravalisecurities.com) companysecretary@aravalisecurities.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@aravalisecurities.com/companysecretary@aravalisecurities.com](mailto:info@aravalisecurities.com). If you are an Individual shareholder 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 and joining virtual meeting 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 AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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@aravalisecurities.com/companysecretary@aravalisecurities.com](mailto:info@aravalisecurities.com)). The same will be replied by the company suitably.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE ACCOMPANYING NOTICE

ITEM NO. 1

Appointment of Mrs. Chandra Lekha Poddar (DIN: 00290957), as a Non-Executive and Non-Independent Director of the Company:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on January 13, 2026, appointed Mrs. Chandra Lekha Poddar (DIN: 00290957) as an Additional Director in the category of Non-Executive Director of the Company with effect from January 13, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"). In terms of Section 161 of the Act, she holds office up to the date of this Annual General Meeting ("AGM") and is eligible for appointment as a Non-Executive and Non-Independent Director of the Company.

The Company has received from Mrs. Chandra Lekha Poddar:

- consent in writing to act as Director in Form DIR-2 pursuant to Section 152 of the Act; and
- intimation in Form DIR-8 confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mrs. Chandra Lekha Poddar possesses rich experience and expertise in the areas of business management, strategic planning and entrepreneurship. Considering her knowledge, experience and valuable guidance, the Board is of the opinion that her association would be beneficial and in the best interest of the Company.

The appointment of Mrs. Chandra Lekha Poddar as Non-Executive and Non-Independent Director of the Company in accordance with the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder, Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

Mrs. Chandra Lekha Poddar shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

Mrs. Chandra Lekha Poddar shall be entitled to receive sitting fees, reimbursement of expenses and such other remuneration, if any, as may be approved by the Board of Directors from time to time in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Chandra Lekha Poddar shall be entrusted with such powers, duties and responsibilities as may be decided by the Board of Directors from time to time.

The appointment may be terminated by either party by giving notice as per the terms approved by the Board and applicable law.

Except Mrs. Chandra Lekha Poddar and her relatives (Mrs Malvika Poddar and Mr. Shiv Poddar), none of the Directors, 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. 1 of the Notice.

The Board of Directors recommends the **Special Resolution** set out at Item No. 1 of the accompanying Notice for approval of the Members.

ITEM NO. 2

Appointment of Mr. Shiv Poddar (DIN: 11472666), as a Non-Executive and Non-Independent Director of the Company:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on January 13, 2026, appointed Mr. Shiv Poddar (DIN: 11472666) as an Additional Director in the category of Non-Executive Director of the Company with effect from January 13, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act").

In terms of Section 161 of the Act, Mr. Shiv Poddar holds office up to the date of this Annual General Meeting ("AGM") and is eligible for appointment as a Non-Executive and Non-Independent Director of the Company.

The Company has received from Mr. Shiv Poddar:

- consent in writing to act as Director in Form DIR-2 pursuant to Section 152 of the Act; and
- intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Mr. Shiv Poddar possesses expertise in the areas of business management, entrepreneurial leadership, accounting, management and business strategy, backed by substantial professional experience in these fields. Considering his knowledge and experience, the Board is of the opinion that his association would be beneficial and in the best interests of the Company.

Accordingly, the Board recommends the appointment of Mr. Shiv Poddar as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation, in accordance with the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force.

Mr. Shiv Poddar shall be liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

Mr. Shiv Poddar shall be entitled to receive sitting fees, reimbursement of expenses and such other remuneration, if any, as may be approved by the Board of Directors from time to time in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

Mr. Shiv Poddar shall perform such duties and exercise such powers as may be entrusted to him by the Board of Directors from time to time.

Except Mr. Shiv Poddar and his relatives (Mrs. Malvika Poddar and Mrs. Chandra Lekha Poddar), none of the Directors, 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. 2 of the accompanying Notice.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 2 of the accompanying Notice for approval of the Members.



Disclosure pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2:

S. No	Particulars	Brief Details
1	Name	Mrs. Malvika Poddar
2	DIN	00457245
3	Date of Birth	13.07.1972
4	Qualification	BBA from London
5	Date of First Appointment	13.08.2014
6	Nature of Expertise	Well experienced and possess expertise in the business.
7	Terms and Conditions of appointment / re-appointment	Re-appointment as Non- Executive Non-Independent-Director liable to retire by rotation.
8	Details of Remuneration sought to be paid	Sitting fees, reimbursement of expenses and such other remuneration, if any, as may be approved by the Board of Directors from time to time in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
9	Number of Meetings of the Board attended during FY 2025-26	Please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2025-26
10	Names of the Listed entities from which the director has resigned in the past three years	Nil
11	Shareholding in the Company	Nil
12	Relationship with other Directors / KMP	1. Daughter in Law of Mrs. Chandra Lekha Poddar 2. Mother of Mr. Shiv Poddar
13	Other Directorships	1. Motto Investment Private Limited 2. Remus India Private Limited 3. Carma Arts & Crafts Private Limited 4. Bizzart Fair Private Limited
14	Chairman/ Member of the Committees of other Companies on which She is a Director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on March 31, 2026)	Nil

S. No	Particulars	Brief Details	Brief Details
1	Name	Mrs. Chandra Lekha Poddar	Mr. Shiv Poddar
2	DIN	00290957	11472666
3	Date of Birth	15.10.1950	30.03.1999
4	Qualification	Graduation	Graduation
5	Date of First Appointment	13.01.2026	13.01.2026
6	Nature of Expertise	Entrepreneurship qualities and vast experience in the Management & Business Strategy	Entrepreneurship qualities and vast experience in the accounting field, Management & Business Strategy
7	Terms and Conditions of appointment / re-appointment	Appointed as additional Director (Non-Executive Director) and proposed to be Re-appointment as Non- Executive Non-Independent-Director liable to retire by rotation	Appointed as additional Director (Non-Executive Director) and proposed to be Re-appointment as Non- Executive Non-Independent-Director liable to retire by rotation
8	Details of Remuneration sought to be paid	Sitting fees, reimbursement of expenses and such other remuneration, if any, as may be approved by the Board of Directors from time to time in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.	Sitting fees, reimbursement of expenses and such other remuneration, if any, as may be approved by the Board of Directors from time to time in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.
9	Number of Meetings of the Board attended during FY 2025-26	Please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2025-26	Please refer to the Corporate Governance Report which is a part of the Annual Report for FY 2025-26
10	Names of the Listed entities from which the director has resigned in the past three years	Nil	Nil
11	Shareholding in the Company	51.92%	Nil
12	Relationship with other Directors / KMP	1. Mother in-law of Mrs. Malvika Poddar 2. Grand Mother of Mr. Shiv Poddar	1. Son of Mrs. Malvika Poddar 2. Grand Son of Mrs. Chandra Lekha Poddar
13	Other Directorships	Nil	Nil
14	Chairman/ Member of the Committees of other Companies on which He/she is a director (includes only Audit Committee and Stakeholders' Relationship Committee) (as on March 31, 2026)	Nil	Nil

By Order of the Board of Directors

Date: 06th June, 2026
Place: Gurgaon

(Naresh Kumar Magoo)
Managing Director
DIN: 00914743