



Flywings Simulator Training Centre Ltd.

CIN-L80903HR2011PLC101229

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the 01/2026-27 **Extra Ordinary General Meeting** of the members of the company, **Flywings Simulator Training Centre Limited** for the Financial Year 2026-27 will be held on **Thursday, May 28, 2026 at 03:00 p.m.** With physical presence of the Members at the Registered Office of the Company situated at ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana-122001, India (“venue”) to transact the following Special Business as set out in this notice.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR THE VARIATION IN UTILIZATION OF FUNDS RAISED THROUGH INITIAL PUBLIC OFFER FOR THE OBJECTS MENTIONED IN THE PROSPECTUS DATED DECEMBER 10, 2025.

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

"RESOLVED THAT pursuant to the provisions of Section 27 read with Section 13 (8) of the Companies Act, 2013 read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 59 of SEBI ((Issue of Capital And Disclosure Requirements) Regulations, 2018 read with schedule, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time and subject to the necessary approvals, if any required, the consent of the Members be and is hereby accorded for the deviation in the terms of utilization of proceeds raised through Initial public offering (“IPO”), as mentioned in the prospectus dated December 10, 2025 (“Prospectus”) filed with the Registrar of Companies, Haryana and National Stock Exchange India Limited (“EMERGE PLATFORM”) including any revision, modification or reallocation of such proceeds among the objects of the issue, in whole or in part, including changes in the mode of implementation, asset ownership structure, deployment location and related parameters, as may be considered appropriate by the Board of Directors, in such manner and to such extent as set out in the explanatory statement annexed hereto and that such variation is in the best interests of the Company and its stakeholders and does not materially adversely affect the shareholders of the Company;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 of the Companies Act, 2013 and Rules made thereunder, for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to the same may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies, for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to delegate all or any of its powers herein conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to these resolutions.”

ITEM NO. 2: ALTERATION OF THE MAIN OBJECTS AS SET OUT IN CLAUSE III(A) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 13 and 4 along with other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014 and other



applicable rules made thereunder (including any Statutory modifications or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be necessary from the Registrar of Companies and/or other appropriate statutory or regulatory authorities, and in accordance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the consent of the Members of the Company be and is hereby accorded for the alteration of the main objects as set out in Clause III(A) of the Memorandum of Association of the Company;

RESOLVED FURTHER THAT the Main Objects as set out in Clause III(A) of the Memorandum of Association of the Company be and are hereby altered by inserting the following object, such that the existing Main Objects shall remain unchanged;

“To carry on the business of supply, installation, testing and commissioning of airfield lighting systems including runway lighting systems; advanced air traffic advisory systems; instrument landing systems; and to undertake electro-mechanical works, engineering, procurement and construction (EPC) activities relating to airports, airstrips, aviation infrastructure and allied facilities in India and abroad.”

RESOLVED FURTHER THAT 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 are hereby authorised to make such modifications and amendments to the object clause as may be required or suggested by the Registrar of Companies or any other regulatory authority in connection with the proposed alteration;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, and to sign and execute all such form, applications, documents, and writings, including filing of necessary e-forms with the Ministry of Corporate Affairs and making the required disclosures to the Stock Exchange pursuant to the Regulation 30 of SEBI (LODR) Regulations along with the other applicable provisions of SEBI LODR Regulations, as may be necessary, or expedient to give effect to this resolution.”

By order of the Board
For **Flywings Simulator Training Centre Limited**

Date: 01.05.2026
Place: Gurgaon

Sd/-
Sandeep Kumar
(Company Secretary &
Compliance Officer)



NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and the Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/ herself. such proxy/ proxies need not be a member of the company. since the ensuing EGM is being held through physical attendance of members. accordingly, the facility for appointment of proxies by the members will be available for the EGM and hence the proxy form and attendance slip are annexed to this notice.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.

3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the EGM through physical presence on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through his registered email address to cssumitbajaj@gmail.com with a copy marked to cs@fwstc.in. The cutoff date to decide the eligibility of members to attend and vote at EGM is **May 22, 2026**.
4. Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Extra Ordinary General Meeting to enable the management to keep the information ready at the meeting.
5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Notice to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days, (except Saturdays and Sundays) between 11.00 A.M. and 1.00 P.M. before the date of the Meeting and copies thereof shall also be available for inspection during the aforesaid period.
8. Members are requested:
 - i) To quote their folio Nos./DP ID and Client ID in all correspondence.
 - ii) To note that no gifts will be distributed at the meeting.
 - iii) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. E-voting facility will be available to all the shareholders of the Company.
10. Members are requested to communicate their change of postal address (enclose copy of Aadhar Card), e-mail address, if any, PAN (enclose self-attested copy of PAN Card) and Bank account details (enclose cancelled cheque leaf) quoting their folio numbers to their respective Depository Participants.



11. Members who require any clarifications on accounts or operations of the Company are requested to write to the Company Secretary of the company at registered office of the company or by email at cs@fwstc.in so as to reach us. The queries will be answered accordingly.
12. Members who want to participate in discussion and express their views at EGM must lodge their request with the Company Secretary by 5.00 P.M via email at cs@fwstc.in
13. In compliance with the aforesaid MCA Circulars General Circular Nos. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020, 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020, 10/2021 dated 23 June 2021, 20/2021 dated 08 December 2021 and 03/2022 dated 05 May 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as the “MCA Circulars”) , Electronic copy of the Notice of the EGM along with its annexure is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company’s website www.fwstc.in and website of the NSE Limited at www.nseindia.com
14. Since the EGM will be held through physical presence, the Route Map of the venue is annexed to this Notice.
15. The results of the remote e-voting and e-voting during the General Meeting will be announced by the Chairperson or a person authorized by the Chairman within 2 days from the date of conclusion of the General Meeting at the Registered office of the Company. A copy of which will be posted on the Company’s website and forwarded to Stock Exchanges.
16. This Notice is being sent to all the members whose name appears as on **May 01, 2026** in the register of members/beneficial owners as received from the Registrar and Transfer Agent of the Company
17. Members are requested to provide their respective emails so as to enable company to send notice by email.
18. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting (issued by the Institute of company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its members through remote e-voting platform provided by the Bigshare Services Private Limited to cast their votes.
19. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **May 22, 2026 (the “Cutoff Date”)** only shall be entitled to vote through Remote E-voting and at the EGM. A person who is not a member as on the Cut Off date should treat this Notice for information purpose only. The voting rights of a Member shall be in proportion to its share of the paid-up equity share capital of the Company as on the Cut Off date.
20. The members may cast their votes on electronic voting system from place other than the venue of the Meeting (remote E-voting). The remote E-voting period shall commence **on May 25, 2026 at 09:00 a.m.** and will end on **May 27, 2026 at 05:00 p.m.**
21. The Company has appointed **Mr. Sumit Bajaj**, Proprietor of M/s. Sumit Bajaj & Associates, Practicing Companies Secretaries, to act as Scrutinizer, to scrutinize the entire e-voting process as well as voting in the Extra Ordinary General Meeting in a fair and transparent manner. The Scrutinizer shall immediately, after the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and not later than 2 days from the conclusion of meeting, make a Scrutinizer’s report of the votes cast in favour or against, if any, to the Chairman of the Company, who shall Counter sign the same. The results shall be declared at or after the Extra Ordinary General Meeting of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Website of the Company



www.fwstc.in immediately after the result is declared by the Chairman and communicated to National Stock Exchange of India Limited.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on < **May 25, 2026 at 09:00 a.m.** > and ends on < **May 27, 2026 at 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) of < **May 22, 2026** > may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
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<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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website 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 i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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



	<p>you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) 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 with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
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- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.



- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’



- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338



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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

The Company filed its Prospectus dated December 10, 2025 (“Prospectus”) with the Registrar of Companies, Haryana and National Stock Exchange of India Limited in connection with its Initial Public Offer (“IPO”) on the NSE EMERGE Platform, comprising Equity Shares of face value of ₹10 each (“Equity Shares”). The Equity Shares of the Company are presently listed and admitted to trading on the EMERGE Platform of the said Stock Exchange (“NSE EMERGE”).

Pursuant to the Prospectus dated 10th December, 2025, the Fresh Issue comprised of 25,12,800 Equity shares of face value of Rs. 10/- each for cash at a price of Rs. 191/- per equity share (including a share premium of Rs. 181 per equity share) (“Issue price”) aggregating to Rs. 4,799.45 Lakhs (as fresh issue) (including Issue expenses).

The IPO Proceeds were proposed to be utilised for the following objects:

(All Amounts in Lakhs)

Sr. No.	Particulars	Amount Deployed at the time of Initial Public offer
1.	CEET 320+Cabin Visual + Slide single trainer	693.93
2.	6 DOF Motion Platform	608.43
3.	Fixed Base Flight Simulator: Airbus A320neo FTD	2,231.62
4.	General Corporate Purpose	468.34
5.	Issue Expenses	797.13
	Total	4,799.45

Under the aforesaid objects, the Company had proposed to utilize Rs. 3,533.98 Lakhs towards capital expenditure for pilot training equipment including installation of the Fixed Base Flight Simulator – Airbus A320neo FTD at its existing training facility situated at Ground Floor, Killa No. 13, Begampur Khatola, Sector-35, Sadar Bazar, Gurgaon, Haryana.

Utilization Status:

Out of the total IPO proceeds of Rs. 4,799.45 Lakhs, an amount of Rs. 1,265.47 Lakhs has been utilized towards Issue Expenses and General Corporate Purpose, and the balance funds remain to be deployed towards the stated objects of the issue.

The relevant and material information as per Rule 7 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 set out below:

Sr. No.	Particulars	Brief
1	The original purpose or object of the Issue	Purchase of: a) CEET 320 equipment b) 6 DOF motion platform a) Airbus A320neo FTD (Fixed Base Simulator) Location: Gurgaon

		Nature: Capital expenditure (owned assets)				
2	The total money raised (Fresh Issue)	Rs. 4799.45 Lakhs				
3	The money utilised for the objects of the company stated in the prospectus till date;	Rs. 1,265.47 Lakhs				
4	The extent of achievement of proposed objects (that is fifty percent, sixty percent, etc);	Sr. No	Objects as stated in prospectus	IPO Proceeds (in Lakhs)	Total Amount Spent up to 01.05.2026 (in Lakhs)	% of achievements as per prospectus (in Lakhs)
		1	CEET 320+Cabin Visual + Slide single trainer	693.93	0	0%
		2	6 DOF Motion Platform	608.43	0	0%
		3	Fixed Base Flight Simulator: Airbus A320neo FTD	2,231.62	0	0%
		4	General Corporate Purpose	468.34	100	100%
		5	Issue Expenses	797.13	100	100%
		Total		4,799.45		
5	The unutilised amount out of the money so raised through prospectus,	Rs. 3,533.98 Lakhs				
6	The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued;	<p>The Company proposes to make certain changes in the manner in which the IPO proceeds are to be utilized, as originally disclosed in the Prospectus. The key changes are as follows:</p> <ol style="list-style-type: none"> Change in type of simulator: Instead of purchasing one Fixed Base Flight Simulator (Airbus A320neo FTD), the Company now proposes to lease two (2) Full Flight Simulators (Airbus A320neo), which offer higher training capability and are more widely used by airlines. Change in funding approach: The original plan involved capital expenditure (purchase of equipment). The Company now proposes to adopt an operating lease model, which will involve an initial down payment followed by periodic lease rentals over a period of 10 years. Change in location: The simulator facility, which was earlier proposed to be set up in Gurgaon, Haryana, is now proposed to be set up in Panvel, Mumbai, Maharashtra, considering better business opportunities and proximity to key aviation hubs. However, the CEET 320 equipment will continue to be deployed at the existing Gurgaon facility. <p>These changes are mainly related to the mode of implementation and location of the project. There is no change in the overall objects of the issue, total IPO proceeds, or the broad purpose for which the funds were raised, i.e., strengthening the Company's training infrastructure and capabilities</p>				

7	The reason and justification for seeking variation	<ol style="list-style-type: none"> 1) Better training capability: The Company now proposes to use Full Flight Simulators (Level D), which provide a much more realistic training experience compared to fixed base simulators. These are widely preferred by airlines and meet higher training standards. 2) Higher revenue potential: Full Flight Simulators are in greater demand and can be used more extensively, which allows the Company to charge higher fees and improve overall revenue generation. 3) Advantage of location – Mumbai: Mumbai is a major aviation hub with better access to airlines and training institutes. Setting up the simulators there is expected to bring more business opportunities compared to the earlier planned location. 4) Better use of funds: Instead of investing a large amount upfront to purchase equipment, the Company proposes to lease the simulators. This reduces the initial cost and helps in managing cash flows more efficiently. 5) Flexibility in operations: The leasing model gives the Company more flexibility to expand, upgrade, or adjust operations based on market demand and future requirements. 6) Faster setup: Leasing the simulators is expected to take less time compared to purchasing and installing them, which means the Company can start operations and generate revenue sooner.
8	The proposed time limit within which the proposed varied objects would be achieve	Within 6 months from the date of passing of Special resolution.
9	the clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue;	Omitted
10	the risk factors pertaining to the new objects;	<ol style="list-style-type: none"> 1) Long-term payment obligations: The Company will have to make regular lease payments over a long period (10 years), which may affect cash flows, especially if business performance is lower than expected. 2) Dependence on usage levels: The success of the new plan depends on how much the simulators are used. If demand is lower, revenue may be impacted. 3) Execution risks: Setting up operations in Mumbai may involve challenges such as approvals, installation, and smooth functioning of the facility. Any delays may affect timelines. 4) Foreign exchange risk:



		<p>Since lease payments may be in foreign currency (EUR), changes in exchange rates can increase costs.</p> <p>5) Regulatory risks: The aviation training sector is highly regulated. Any changes in rules or approvals required from authorities may affect operations.</p> <p>6) Technology changes: Over time, simulator technology may improve, and the Company may need to upgrade or adapt, which could involve additional costs.</p> <p>7) Market competition: The Company may face competition from other training providers, and changes in industry demand may impact business performance.</p> <p>8) Location shift risks: Moving operations from Gurgaon to Mumbai may involve additional costs and operational adjustments, which could affect efficiency in the initial phase.</p>
11	The other relevant information which is necessary for the members to take an informed decision on the proposed resolution	NA

Pursuant to Section 27 of the Companies Act, 2013 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, any variation in the terms of contracts referred to in the prospectus or in the objects for which the prospectus was issued requires approval of the shareholders by way of Special Resolution through Postal Ballot.

The Board of Directors in its Board Meeting dated May 01 2026, on the recommendation of the Audit Committee, has also approved and recommended the same to the members for their approval.

Accordingly, approval of the Members is being sought for the proposed variation in the utilization of IPO proceeds by way of Special Resolution.

Exit Opportunity to Dissenting Shareholders:

Once the approval under Section 27(1) of the Companies Act, 2013 has been obtained, Section 27(2) of the Companies Act, 2013 mandates that all shareholders who have voted against the resolution (the “Dissenting Shareholders”) shall be given an exit offer by the promoters or the controlling shareholders (the “Exit Offer Provider”) in a manner specified by the Securities and Exchange Board of India (“SEBI”). The promoters of the Company shall provide an exit opportunity to the dissenting shareholders subject to the conditions mentioned in SEBI ICDR Regulations 2018 and provisions of the Companies Act, 2013.

Any interested person may obtain a copy of the notice of the resolution from the registered office of the Company at business hours or can access the ‘Investors’ Section of the Company’s website at <https://fwstc.in/> .

None of the Directors or 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, except to the extent of their shareholding in the Company.



Item No. 2:

The Company is presently engaged in the business of aviation training and allied services as set out in its existing Main Objects Clause. In line with its strategic growth plans and to diversify its operations in the aviation sector, the Company proposes to expand its business by exploring into new ventures of aviation infrastructure and systems, including airfield lighting, runway lighting systems, advanced air traffic advisory systems, instrument landing systems and electro-mechanical works.

The proposed expansion is expected to enhance the Company's business opportunities and long-term value creation for stakeholders.

In order to enable the Company to undertake the aforesaid business activities, it is necessary to alter the Main Objects as set out in the Clause III(A) of the Memorandum of Association of the Company.

The Board of Directors, in its meeting dated May 01, 2026, has considered, approved and recommended to the members of the Company, the alteration of the Main Objects as set out in the Clause III(A) of the Memorandum of Association of the Company.

The alteration of the Main Objects requires approval of the Members of the Company by way of a Special Resolution pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules including Companies (Incorporation) Rules, 2014.

Further, pursuant to the Regulation 30 of the SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015, the Company is required to provide the appropriate disclosure of the outcome for this resolution to the Stock Exchange.

A copy of the existing Memorandum of Association along with the proposed draft reflecting the changes in the Main Objects as defined in Clause III(A) of the Memorandum of Association of the Company is available for inspection by the Members of the Company at the Registered office during normal business hours on all working days up to the date of Meeting.

None of the Directors or Key Managerial Personnel of the Company 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.

By order of the Board
For **Flywings Simulator Training Centre Limited**

Date: 01.05.2026
Place: Gurgaon

Sd/-
Sandeep Kumar
(Company Secretary &
Compliance Officer)



Form MGT -11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L80903HR2011PLC101229
Name of the Company: Flywings Simulator Training Centre Limited
Registered office: Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana-122001, India.

Name of the member(s): Registered Address: E-Mail Id: Folio No./Client ID:

I being the holder of _____ Equity Shares of the above-named Company, hereby appoint

- 1. Name:
Address:
Signature: ----- or failing him
- 2. Name:
Address:
E-mail Id:
Signature:

as my proxy to attend and vote (on a poll) for me and on my behalf at 01/2026-27 Extra Ordinary General Meeting of the company for the Financial Year 2026-27, to be held on the Thursday of May 28, 2026 at 03:00 PM. at the registered office of the company (“venue”) situated at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana-122001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

- 1. Approval for the Variation in Utilization of Funds Raised through Initial Public Offer For the Objects Mentioned in the Prospectus Dated December 10, 2025.
- 2. Alteration of the Main objects as set out in clause iii(a) of the Memorandum of Association of the Company

Signed thisday of2026

Signature of shareholder

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING (“EGM”) OF FLYWINGS SIMULATOR TRAINING CENTRE LIMITED SCHEDULED ON THURSDAY OF MAY 28, 2026. INDIAN STANDARD TIME (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GROUND FLOOR, KILLA NO. 13, BEGAMPUR KHATOLA, SECTOR 35, GURGAON, SADAR BAZAR, HARYANA-122001

Name and address of the member(s)	
Joint Holder 1 Joint Holder 2	
Regd. Folio/ DP ID/ Client ID	
Number of Shares held	

I / We hereby record my/ our presence at the Extra Ordinary General Meeting of the company for the Financial Year 2026-27, to be held on the Thursday of May 28, 2026 at 03:00 PM. at the registered office of the company (“venue”) situated at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana-122001, India.

Member’s/ Proxy’s name in Block Letters: _____

Signature of Member / Proxy: _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.



BALLOT FORM
(In lieu of E-Voting at the Extra Ordinary General Meeting)

1	Name of the Sole/First Member	
2	Name(s) of the Joint Member(s), if any	
3	Registered Folio No./DP ID /Client ID	
4	Number of shares held	

I/ we hereby exercise my/our vote in respect of the Resolution(s) to be passed through e-voting/ for the business stated in the notice of the Extra-Ordinary General Meeting of the Company held on Thursday of May 28, 2026 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of shares held by me	I assent to the resolution	I dissent from the resolution
SPECIAL BUSINESS				
1	Approval for the Variation in Utilization of Funds raised through Initial Public Offer for the Objects mentioned in the Prospectus dated December 10, 2025.			
2	Alteration of the Main objects as set out in clause iii(a) of the Memorandum of Association of the Company			

Place:

Date:

Signature of Member

ROUTE MAP

Venue of the 01/2026-27 Extra Ordinary General Meeting of the Company for the Financial Year 2026-27 is the Registered Office of the Company situated at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana-122001, India.

