NOTICE OF THE 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the members of **Flywings Simulator Training Centre Limited ("Company")** will be held on Tuesday, 29th September, 2026, at 03:00 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

1. To consider and adopt:

a. the Audited Standalone Financial Statement of the Company for the year ended 31st March 2026 and together with the reports of the Board of Directors' and the Auditors thereon

b. the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2026 together with the report of the Auditors thereon.

2. APPOINTMENT OF MS. KRIPA BHARGAV MANDAVIA (DIN: 08768887), AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION.

To appoint a director in place of Ms. Kripa Bhargav Mandavia (DIN: 08768887), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. APPOINTMENT MR. SANJAY KUMAR SHARMA (DIN: 10111194) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS:

To Consider and if thought fit, to pass the following resolution with or without modifications, if any, as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for the appointment of Mr. Sanjay Kumar Sharma (DIN: 10111194), who was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from February 25, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Act read with the Articles of Association of the Company, and who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of 3 (Three) year with effect from February 25, 2026 up to February 24, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s)/ Authorised Representative(s) of the Company to all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 and in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and based on the recommendation of the Board of Directors, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/-(Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each" ranking pari - passu with the existing shares in all respects;

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and hereby substituted as follows:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/-(Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce from time to time in accordance with the regulations of the Company and the legislative provisions for the time in force in this behalf.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

5. **TO CONSIDER AND APPROVE REMUNERATION EXCEEDING THE LIMITS SPECIFIED UNDER SECTION 197 OF MS. RUPAL SANJAY MANDAVIA, THE 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** pursuant to the provisions of Section 197, 198 and 203 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, the consent of members of the company be and is here by accorded for payment of remuneration to Ms. Rupal Sanjay Mandavia, (DIN: 02275347), Managing Director of the Company for the financial year 2026-27, on the terms and conditions including remuneration as mentioned below:

a. Ms. Rupal Sanjay Mandavia, (DIN: 02275347), Managing Director

1.Remuneration by way of Salary, perquisite and allowances not exceeding Rs. 10,00,000/- per month during her tenure.

2.Reimbursement of medical expenses incurred in India or abroad including hospitalisation, nursing home and surgical charges for himself and family subject to ceiling of one-month salary in a year.

3. Reimbursements of travelling expenses with family to anywhere in India or abroad as per rules of the Company.

4.Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company. The use of above at residence for official purpose shall not be treated as perquisites.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Ms. Rupal Sanjay Mandavia, (DIN: 02275347), remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to accept such modification in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and the Managing Director.

RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

6. APPROVAL AND RATIFICATION OF REMUNERATION PAID TO MS. RUPAL SANJAY MANDAVIA, MANAGING DIRECTOR, FOR THE FINANCIAL YEAR 2025–26

To consider and, if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for the approval, ratification and confirmation of the remuneration aggregating to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh Only) paid/drawn by Ms. Rupal Sanjay Mandavia (DIN: 02275347), Managing Director of the Company, during the Financial Year 2025–26, notwithstanding that such remuneration exceeded the remuneration earlier approved and/or the limits otherwise applicable under the provisions of the Act.

RESOLVED FURTHER THAT whereas the remuneration of Mrs. Rupal Sanjay Mandavia was earlier approved at Rs. 96,00,000/- (Rupees Ninety-Six Lakh only) per annum, she has drawn remuneration aggregating to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only) during the Financial Year 2025-26, resulting in remuneration of Rs. 24,00,000/- (Rupees Twenty-Four Lakh only) in excess of the remuneration earlier approved.

RESOLVED FURTHER THAT the payment and retention of the aforesaid excess remuneration of Rs. 24,00,000/- (Rupees Twenty-Four Lakh only) be and is hereby approved, ratified and confirmed by the Members of the Company by way of this Special Resolution, subject to compliance with the applicable provisions of the Companies Act, 2013, including Section 197 and Schedule V thereto.

RESOLVED FURTHER THAT Mrs. Rupal Sanjay Mandavia be and is hereby permitted to retain the remuneration already received by her, including the excess remuneration of Rs. 24,00,000/-, and the Company be and is hereby authorised to give effect to the approval granted by the Members in accordance with the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any Director authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, papers and writings as may be considered necessary, desirable or expedient for the purpose of giving effect to this Resolution, including making necessary filings, disclosures and submissions with the Registrar of Companies, Stock Exchanges and other regulatory authorities, as may be applicable."

By order of the Board of Directors,
Flywings Simulator Training Centre Limited

Sd/-
Rupal Sanjay Mandavia
Managing Director
DIN: 02275347

Date: 05/09/2026
Place: Gurgaon

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. Since this AGM is being held 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 the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to are requested to send their authorizations/ resolutions/ power of attorney to the Scrutinizer by e-mail on cssinhaoffice@gmail.com with a copy marked to cs@fwstc.in at the Annual General Meeting of the Company.

4. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") has permitted the holding of the annual general meeting through Video Conferencing ("VC") or through other audio- visual means ("OAVM"), without the physical presence of the Members at a common venue.

5. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 15th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Tuesday, 29th September, 2026, at 03:00 P.M. (IST).The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company situated at Ground Floor, Killa No. 13, Begampur Khatola, Sector 35, Gurgaon, Sadar Bazar, Haryana, India, 122001.

6. 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), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA General Circulars dated April 08, 2020; April 13, 2020; May 05, 2020; December 28, 2022; May 05, 2022; September 25, 2023; and General Circular No. 09/2024 dated September 19, 2024 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 Bigshare Services Private Limited ("Bigshare")** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by **Bigshare Services Private Limited**. 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 to at least 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.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

8. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**

9. In line with the Ministry of Corporate Affairs (MCA) Circular No General Circular No. 09/2024 dated September 19, 2024, (including General Circular No. 17/2020 dated April 13, 2020), 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.fwstc.in /. The Notice can also be accessed from the websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of **Bigshare Services Private Limited** (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://ivote.bigshareonline.com/

10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

11. Listing Regulations has mandated that for making dividend payments, companies whose securities are listed on the stock exchanges shall use electronic clearing services (local, regional or national), direct credit, real time gross settlement, national electronic funds transfer etc. The companies and the registrar and share transfer agents are required to seek relevant bank details of shareholders from depositories/ investors for making payment of dividends in electronic mode. It is also mandatory to print the bank details on the physical instrument if the payment is made in physical mode. Accordingly, shareholders are requested to provide or update (as the case may be) their bank details with the respective depository participant for the shares held in dematerialized form and with the registrar and share transfer agent in respect of shares held in physical form. For further details about registration process, please contact your depository/ RTA of the Company.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

13. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in the Notice and explanatory statement, will be available electronically for inspection via a secured platform without any fee by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this

Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@fwstc.in.

14. Members are requested to notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

15. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company and for cancellation and variation of nomination in Form SH- 13 and SH-14, respectively, the same forms can be obtained from the Registrar and Transfer Agent of the Company.

16. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio.

17. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
    a) Change in their residential status on return to India for permanent settlement.
    b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. The Board of Directors of the Company has appointed **Mr. Mayuri Sinha, proprietor of M/s Mayuri Sinha & Co.** (Practicing Company Secretaries) as Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner.

19. The Register of Members and Share Transfer Books of the Company shall remain open for the purpose of the Annual General Meeting. The voting rights of the Members shall be reckoned on the basis of their shareholding as on the cut-off date, i.e. **Tuesday, 22nd September, 2026.** Members holding shares as on the said cut-off date may cast their votes through remote e-voting in accordance with the instructions provided in the Notice of the Annual General Meeting.

20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

21. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at www.fwstc.in and the website of Bigshare Services Private Limited immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchange where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favor of the resolutions.

22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

23. Shareholders can send their queries/complaints, if any, on an exclusive designated e-mail id: cs@fwstc.in The shareholders are requested to send their queries, if any, on Annual Report, to the

Company Secretary, not less than 7 days before the date of meeting, so that the requisite information/ explanations can be provided in time.

24. Members may address all the correspondences relating to change of address, share transfer, transmission, nomination etc. to the RTA at the below mentioned addresses:

Bigshare Services Pvt Ltd
Regd. Office: **Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai - 400093, India**
Phone: **28460390 (5 Lines), 40020700**
E-mail: info@bigshareonline.com
Website: https://www.bigshareonline.com/
SEBI Registration Number: **INR000001385**

25. **Updation of Permanent Account Number (PAN)/ Bank Account Details of Members:**

The Securities and Exchange Board of India (SEBI) vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated registration of PAN and Bank Account Details for all security holders. Members holding Shares in physical form are therefore requested to submit their PAN and Bank Account details to Share Transfer Agent of the Company along with a self-attested copy of PAN and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of the Bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

26. **Updation of Member's Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend etc. A form for compiling the additional details is appended in this Notice.

Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

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

i. The voting period begins on < 26/09/2026 from 09:00 AM > and ends on < 28/09/2026 at 05:00 PM>. 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 < 22/09/2026> 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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	**Login Method**

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 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/EasiRegistration 4) 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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.nsdl.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 or joining virtual meeting & voting during the meeting. 2) If the user is 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 name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 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.
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. 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 or joining virtual meeting & voting during the meeting.

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 your '**USER ID'** (User id description is given below) and '**PASSWORD'** which is shared separately on your 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

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at https://ivote.bigshareonline.com under Investor login by using the e-voting credentials (i.e., User ID and Password).
- 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 attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on **"VOTE NOW"** "VC/OAVM" link placed beside of "**VIDEO CONFERENCE LINK"** option.
- 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.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

- 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.

- 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

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED SEPTEMBER 05, 2026:

ITEM NO. 03: Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Sanjay Kumar Sharma (DIN: 10111194) as an Additional Director in the capacity of a Non-Executive Independent Director with effect from February 25, 2026, pursuant to Section 161 of the Companies Act, 2013. Further, as per the Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting.

Further, he is eligible for appointment as an Independent Director. The Company has received necessary declarations confirming that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations, and that he is not disqualified under Section 164 of the Act. In the opinion of the Board, he fulfils the conditions for appointment as an Independent Director and is independent of the management. Accordingly, it is proposed to appoint him as a Non-Executive Independent Director, not liable to retire by rotation, for a term of Three (3) consecutive years from February 25, 2026 to February 24, 2029.

A brief profile of Mr. Sanjay Kumar Sharma (DIN: 10111194) is as follows:

Mr. Sanjay Kumar Sharma, aged 53 years (Non-Executive Independent Director) is an accomplished professional with over 30 years of diverse experience across Aviation, Energy, Infrastructure, and Waste Management sectors. He holds an LL.B., MBA, M.A. (Economics), and B. Com, and brings strong expertise in corporate governance, risk management, strategy, ESG, and regulatory compliance. He has extensive experience in business advisory, negotiations, organizational development, and policy framework implementation. Mr. Sharma is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs (IICA) and has qualified the Independent Director Proficiency Test. He will contribute to the Board and its Committees with his strategic oversight, governance insight, and cross-sector leadership experience.

The details of directorships held by him in other companies and other required disclosures are provided in Annexure to this Notice. The Board recommends the Special Resolution as set out in this Notice in Item no. 03 for approval of the Members.

Except Mr. Sanjay Kumar Sharma, being the appointee, 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.

The approval of the members is accordingly being sought by way of passing 'Special Resolution' for Item no. 03 of the Notice.

None of the Directors or Key Managerial Personnel of the Company, including their relatives, are in, anyway, concerned or interested, in the above resolution.

The Board, accordingly, recommends the special resolution as set forth in Item no. 03 of this Notice for approval of the members.

ITEM NO. 4.

The present Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each

Considering the increased fund requirements of the Company, the Board at its Meeting held on September 05, 2026, had accorded its approval for increasing the Authorised Share Capital from existing Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 25,00,00,000/-(Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each" ranking pari - passu with the existing shares in all respects;

Consequently, Clause V of the Memorandum of Association ("MOA") would also require alteration so as to reflect the changed Authorized Share Capital. The existing Clause V of the MOA shall be substituted with the following:

"V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/-(Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each with power to increase or reduce from time to time in accordance with the regulations of the Company and the legislative provisions for the time in force in this behalf.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection during business hours. None of the Directors of the Company or their relatives is in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution as set out in the notice as an Ordinary Resolution.

The Board, therefore, recommends resolutions set out under business item no. 4 for approval of the shareholders by way of an Ordinary Resolution.

ITEM NO. 5:

The Board of Directors of the Company, at its meeting held on 5th September, 2026 based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders, approved the payment of remuneration to Ms. Rupal Sanjay Mandavia, (DIN: 02275347), Managing Director of the Company, of Rs. 10,00,000/- (Rupees Ten Lakh Rupees) as per the terms and conditions set out in the agreement entered into between the Company and Ms. Rupal Sanjay Mandavia for the financial year 2026-27 and for her remaining tenure.

Ms. Rupal Sanjay Mandavia was appointed as the Director of the Company with effect from 02.12.2021. Considering Ms. Rupal Sanjay Mandavia qualifications, experience, and the responsibilities undertaken by her, the Board proposes the following remuneration structure:

Basic Salary, Perquisites and Allowances: Rs. 10,00,000/- per month

Performance Bonus / Incentives: As may be determined by the Board based on performance

Other benefits: Contribution to provident fund, gratuity, and other retirement benefits as per applicable rules

The proposed remuneration is in line with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. In the event of inadequacy or absence of profits in any financial year, the above remuneration shall be paid as minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board recommends the resolution for approval of the shareholders by a Special Resolution.

Details as required under Secretarial Standard-2 (SS-2):

Name	Ms. Rupal Sanjay Mandavia
DIN	**02275347**
Designation	Managing Director
Date of first appointment	02.12.2021
Profile and experience	**Ms. Rupal Sanjay Mandavia, aged 51 years, is the Promoter, Managing Director, Chief Financial Officer and Chairperson of the Company. She has been continuously serving as a Director of the Company since 2021. She was appointed as the Managing Director and Chief Financial Officer with effect from March 04, 2024 and as Chairperson with effect from June 10, 2024.** **She holds a Bachelor of Commerce degree from the University of Mumbai, obtained in 1995, and has more than 15 years of overall experience in the field of aviation training. She has played an important role in the Company's strategic initiatives, business development and operational growth. Her experience in aviation training, understanding of industry dynamics and strategic leadership have contributed to the Company's growth and expansion.**
Remuneration last drawn	Rs. 10,00,000 P.M
Number of Board Meetings attended during the year	**15 (2025-26)**
Shareholding in the Company	60,93,414

Except Ms. Rupal Sanjay Mandavia and her relatives (to the extent of their shareholding or interest, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

Ms. Rupal Sanjay Mandavia (DIN: 02275347) is the Managing Director of the Company and has been providing strategic leadership and direction for the growth, operations and business development of the Company.

The remuneration payable to Mr. Rupal Sanjay Mandavia was earlier fixed and approved at Rs. 96,00,000/- (Rupees Ninety-Six Lakh only) per annum.

During the Financial Year 2025-26, Ms. Rupal Sanjay Mandavia drew remuneration aggregating to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh only). Accordingly, remuneration aggregating to Rs. 24,00,000/- (Rupees Twenty-Four Lakh only) was drawn in excess of the remuneration earlier approved/fixed.

Further, based on the applicable provisions of Sections 197 and 198 of the Companies Act, 2013, the remuneration drawn during the Financial Year 2025–26 requires the approval of the Members.

Accordingly, in view of the responsibilities, experience, contribution and leadership of Ms. Rupal Sanjay Mandavia in the management and growth of the Company, the Board considers it appropriate to seek the approval of the Members by way of a Special Resolution for the approval, ratification and confirmation of the remuneration aggregating to Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakh Only) drawn by her during the Financial Year 2025–26, including the excess remuneration of Rs. 24,00,000/- (Rupees Twenty-Four Lakh Only).

The proposed approval is being sought pursuant to the applicable provisions of Sections 196, 197 and 198 of the Companies Act, 2013, read with Schedule V thereto and other applicable provisions, if any.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Ms. Rupal Sanjay Mandavia, Managing Director of the Company, is concerned and interested in the Resolution to the extent of the remuneration payable to her. Her relatives may also be deemed to be concerned or interested to the extent of their shareholding, if any, in the Company.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the proposed Resolution.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment /re- appointment as required in Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards-II on General Meetings:

Name of Director	Kripa Bhargav Mandavia	Sanjay Kumar Sharma
DIN	08768887	10111194
Date of Birth	26.11.1999	01-01-1973
Age	26 years	53 years
Nationality	Indian	Indian
Date of First Appointment on the Board	03/10/2023	25/02/2026
Qualifications	Bachelor of Commerce degree	LL.B., MBA, M.A. (Economics), and B. Com
Experience (including nature of expertise in specific functional areas)/ Brief Resume	More than 5 Years	More than 30 Years
Terms and conditions of appointment or re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation, on the same terms and conditions as applicable to her existing appointment.	Appointment and regularisation as Independent Director for a term of Three consecutive years, subject to the approval of the Members at the ensuing Annual General Meeting.
Details of remuneration sought to be paid.	-	Sitting fees of ₹25,000 per Board/Committee Meeting attended, as applicable.
Details of remuneration last drawn (including sitting fees, if any)	Nil	₹25,000 per Board/Committee Meeting attended.
Companies in which the appointee is a Managing Director, Chief Executive Officer, Whole-time Director, Secretary, Chief Financial Officer, Manager	-	-
Number of board meetings attended during the year	15	1
Number of Board Committee Meetings attended during the year	5	-
General Meeting	Yes	-
Number of Shares held in Company	-	-

Directorship held in other Companies	1. Avion Prive Aviation Consultancy Services Private Limited 2. Flywings Drone Training Private Limited	-
Chairman/Member of Committees of Board of Director of other Listed Companies	-	-
Disclosure of relationships between Directors/KMP inter-se	Relative of Promoter	Not related to any Director, Key Managerial Personnel or Promoter of the Company
Listed entities from which resigned in the past Three years	-	-