

AVI PRODUCTS INDIA LIMITED

110 MANISH IND ESTATE NO 4,
NAVGHAR, VASAI (EAST), DIST: PALGHAR,

MUMBAI – 401210, MAHARASHTRA

TEL: 8591106755 Website: www.aviphoto.in

Email: aviphotochem@gmail.com

CIN: L24200MH1989PLC050913

GST: 27AAACA3247QI1ZE

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 01ST EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE FINANCIAL YEAR 2025-2026 OF THE MEMBERS OF AVI PRODUCTS INDIA LIMITED WILL BE HELD ON TUESDAY, 17TH MARCH, 2026 AT 02:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ITEM NO.: 1 - REGULARIZE/APPOINTMENT OF MR. MANAS RANJAN PALO (DIN: 01933994) AS AN - INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY FOR TERM OF FIVE YEARS:

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

“**RESOLVED THAT** in accordance with the provisions of Section 149, 152, 161 read with other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Manas Ranjan Palo (DIN: 01933994) who was appointed as an Additional director on dated 16th January 2026 pursuant to the provisions of Section 161(1) of Companies Act and the Articles of Association of the Company and who holds office up to the date of next General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Manas Ranjan Palo (DIN: 01933994), for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for the term of five financial year w.e.f. 16th January 2026 to 15th January 2031, not retire by rotation;

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 which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution.”

ITEM NO. 2: REGULARIZE/APPOINTMENT MR. SAROJ KUMAR CHOUDHURY (DIN: 11143083) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY :

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

“**RESOLVED THAT** in accordance with the provisions of Section 152, 161 read with other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) Mr. Saroj Kumar Choudhury (DIN: 11143083) who was appointed as an Additional Non-Executive Non-

Independent dated 16th January 2026 pursuant to the provisions of Section 161(1) of Companies Act and the Articles of Association of the Company and who holds office up to the date of next General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Saroj Kumar Choudhury (DIN: 11143083), for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation;

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 which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution;

RESOLVED FURTHER THAT Any Director or the Company Secretary of the Company be and is hereby authorized to file necessary e-forms with the Registrar of Companies and to take all such steps as may be required to implement the above resolution."

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR M/S N K JALAN & CO., CHARTERED ACCOUNTANTS, (FRN: 104019W) FOR TERM OF FIVE FINANCIAL YEARS 2025-26 TO 2029-30:-

To consider and if thought fit, to pass the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s), amendment (s) or re-enactment (s) thereof for the time being in force), and on the basis of the recommendations of the Audit Committee and Board of Directors, M/s. N K JALAN & Co. Chartered Accountants (FRN:104019W) a Peer reviewed Audit Firm, be and is hereby appointed as the Statutory Auditors of the Company for a term of five years from the 2025-26 till 2029-30 at such remuneration, as may be mutually agreed between the Statutory Auditors and the Board of Directors and further authorizing the Board of Directors to determine remuneration of remaining period on recommendation of Audit Committee.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 4: APPOINTMENT OF SECRETARIAL AUDITOR OF M/s. VKMG & ASSOCIATES LLP (FRN: L2019MH005300) FOR TERM OF FIVE FINANCIAL YEARS 2025-26 TO 2029-30:

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other applicable provisions if any, and on the recommendation of Audit Committee and Board of Directors of the company, M/s. VKMG & Associates LLP (FRN: L2019MH005300), Practicing Company Secretaries, a peer reviewed firm, being eligible, be and is hereby appointed as Secretarial Auditor of the Company for a term of Five (5) consecutive financial years from 2025-26 to 2029-30, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors from time to time;

RESOLVED FURTHER THAT any Director or the Company Secretary be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 5: ENHANCEMENT OF THE BORROWING LIMITS OF THE COMPANY:-

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on September 26, 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the relevant regulations/directions as may be prescribed by the Reserve Bank of India from time to time and any other applicable laws (including any statutory modification(s) or amendment(s) and/or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board) to borrow for the purpose of the business of Company, any sum or sum(s) of moneys for and on behalf of the Company (i) by way of availing of long/ short term loans and all kinds of financial assistance/ credit facilities by all permissible methods, secured/unsecured from domestic as well as international lenders, investors including banks, financial institutions, bodies corporate or any person(s), (ii) by way of issue of redeemable nonconvertible debentures, subordinated debentures, bonds, commercial papers or any other securities or instrument(s) on private placement basis as well as by way of public issue in the domestic market by issue of shelf-disclosure documents, prospectus, shelf prospectus, general information document (GID) key information document (KID), offering circular or otherwise, from persons, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers (QIP), qualified institution placement (QIP), resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, no institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts,

scientific and /or industrial research organisations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors, (iii) by way of acceptance of deposits from public, shareholders, directors, relatives of directors, HUF, resident individuals, Non-resident Indians (through NRO accounts), trusts, firms, corporates or (iv) by way of issuance of any other permissible instruments or methods of borrowing, whether unsecured or secured by creation of mortgage, charge, hypothecation, lien, pledge or otherwise of the Company's assets and properties, whether movable or immovable, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company, apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business, will or may exceed the aggregate of the paid up share capital, free reserves and securities premium, provided that the total amount borrowed by the Company and outstanding at any point of time, apart from temporary loans, shall not exceed Rs. 500 crores (Rupees Five Hundred crores Only).

RESOLVED FURTHER THAT any Director or the Company Secretary or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution.”

ITEM NO. 6: AUTHORISE THE BOARD OF DIRECTORS TO CREATE SECURITY INTERESTS OVER THE UNDERTAKING OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 :

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

“**RESOLVED THAT** in supersession of the Special Resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on September 26, 2014 and pursuant to Section 180(1)(a) and other applicable provisions and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the “Act”) and any other applicable laws (including any statutory modification(s) or amendment(s) and/or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board) for mortgaging, hypothecating, pledging and/or charging (including creation /perfection / modification thereof) and/or creating security interest of every nature and kind whatsoever as may be necessary and in such form and manner and on such terms and at such time(s) as the Board may deem fit, on receivables and other movable and/or immovable properties of the Company including the whole or

substantially the whole of the undertaking(s) of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/ investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustees, agent(s) to secure the debentures, notes, bonds or any other permissible debt securities/instruments issued/ to be issued by the Company in the domestic or international markets, loans/borrowing limit(s)/financial assistance availed/ to be availed by the Company from banks, financial or any other institutions, institutional investors, foreign institutional investors/ foreign portfolio investors, qualified institutional buyers, resident public financial institutions, multilateral financial institutions, regional financial institutions, statutory corporations, state industrial development corporations, provident funds, pension funds, superannuation funds, gratuity funds, venture capital funds, alternative investments funds, insurance companies, mutual funds, national investment fund, insurance funds, non-institutional investors, companies, bodies corporate, societies, educational institutions and association of persons, trusts, scientific and /or industrial research organizations, partnership firms, Limited Liability Partnerships, Resident Individuals, High Net-worth Individuals (HNIs), Hindu Undivided Families (HUFs), retail individual investors persons in India as well as through external commercial borrowings, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities outstanding up to a sum not exceeding Rs. 500 crores (Rupees Five Hundred crores Only).

RESOLVED FURTHER THAT any Director or the Company Secretary or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution.”

ITEM NO. 7 - AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to

time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT any Director or the Company Secretary or person/(s) as authorised by the Board be and are hereby authorised to do all such acts, deeds, matters and things as it/they may consider necessary, expedient, usual or proper to give full effect to the aforesaid resolution, including but not limited to the authority to settle any questions or resolve any difficulties that may arise in this regard, if any, as it may, in its absolute discretion, deem fit, without requiring the Board to seek any further consent or approval of the Members of the Company in this regard and the Members shall be deemed to have given their approval to the Board or any person(s) authorized by the Board expressly by the authority of this resolution.”

**For and on behalf of
AVI PRODUCTS INDIA LIMITED,**

Sd/-

**Shreyana S Koyande
Company Secretary and Compliance Officer
Membership No: A79500**

Place: Vasai

Date: 12.02.2026

NOTES :

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to part of accompanying this Notice.
2. The Notice convening EOGM along with the Explanatory Statement is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening 01st EOGM will also be available on the Company's website www.aviphoto.in and the website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com.
3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the EOGM of the Company for the financial year 2025-2026 is being held through VC/OAVM, physical attendance of Members has been dispensed herewith. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the EOGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer suprabhatcs08@gmail.com by e-mail on its registered e-mail address to with a copy marked to mumbai@in.mpms.mufg.com
5. The Members can join the EOGM 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 EOGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on 13th February, 2026, Friday, have been considered for the purpose of sending the Notice of EOGM.
8. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements)

Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt Ltd for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the EOGM will be provided by MUFG Intime India Pvt Ltd.

9. 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 EOGM through e-voting.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent MUFG Intime India Pvt Ltd at www.in.mpms.mufig.com for assistance in this regard.
11. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
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 the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s MUFG Intime India Pvt Ltd.
13. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to. M/s MUFG Intime India Pvt Ltd; in case the shares are held by them in physical form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their

DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s MUFG Intime India Pvt Ltd for shares held in physical form, with relevant documents that may be required.

15. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:-

- **Day, date and time of commencement of remote e-Voting: Saturday, 14th March, 2026 at 9.00 a.m. (IST)**
- **Day, date and time of end of remote e-Voting: Monday 16th March, 2026 at 5.00 p.m. (IST)**

16. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Pvt. Ltd 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 EOGM will be provided by MUFG Intime India Pvt. Ltd.

17. The Members can join the EOGM 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 EGM 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 EOGM without restriction on account of first come first served basis.

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

19. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EOGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EOGM through VC/OAVM and cast their votes through e-voting.

20. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM has been uploaded on the website of the

Company at: www.aviphoto.in . The Notice can also be accessed from the websites of the Stock Exchange i.e. websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of MUFG Intime India Pvt. Ltd (agency for providing the Remote e-Voting facility) www.in.mpms.mufg.com.

21. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD PoD-2/P/CIR/2023/167 dated October 7, 2023 (together “SEBI Circulars”) respectively .
22. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at aviphotochem@gmail.com. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at aviphotochem@gmail.com. These queries will be replied to by the company suitably by email.
23. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
24. Only those shareholders, who are present in the EOGM 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 available during the EOGM.
25. If any Votes are cast by the shareholders through the e-voting available during the EOGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EOGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Remote E-voting period begins on **Saturday, 14th March, 2026 at 9:00 A.M. (IST) and end on Monday, 16th March, 2026 at 5:00 P.M. (IST)**. 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 Tuesday, 10th March, 2026 may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime India Pvt. Ltd for voting thereafter.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

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

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

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

Shareholders not registered for IDeAS facility:

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

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



METHOD 3 - NSDL e-voting website

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

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

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

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

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

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the

registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

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

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

• STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

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

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

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

Shareholders not registered for INSTAVOTE facility

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

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

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

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

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

o Shareholders, holding shares in NSDL form, shall provide 'point 4' above.

o Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.

o Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

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

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote). Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote

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

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

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 – Investor Mapping

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

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote. Event No. can be viewed on

the home page of InstaVote under “On-going Events”.

d) Enter “16-digit Demat Account No.”.

e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

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

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

METHOD 2 - VOTES UPLOAD

a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.

b) After successful login, you will see “Notification for e-voting”.

c) Select “View” icon for “Company’s Name / Event number”.

d) E-voting page will appear.

e) Download sample vote file from “Download Sample Vote File” tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.

g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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

Forgot Password:

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

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

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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

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

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

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

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

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

General Instructions - Shareholders

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

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

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

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

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

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

- a) Shareholders who would like to speak during the meeting must register their request with the company at aviphotochem@gmail.com .
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

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

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

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

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

Note:

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

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

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

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

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

Helpdesk:

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

For and on behalf of
AVI PRODUCTS INDIA LIMITED,
Sd/-
Shreyana S Koyande
Company Secretary and Compliance Officer
Membership No: A79500

Place: Vasai

Date: 12.02.2026

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 1 to 7 MENTIONED IN THE ACCOMPANYING NOTICE

ITEM NO. 1 : REGULARISATION/APPOINTMENT OF MR. MANAS RANJAN PALO (DIN: 01933994) AS AN INDEPENDENT (NON-EXECUTIVE) DIRECTOR OF THE COMPANY:

Mr. Manas Ranjan Palo (DIN: 01933994) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Independent Director of the Company with effect from 16th January, 2026 by the Board of Directors in accordance with Sections 149(6), 161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act. Mr. Manas Ranjan Palo (DIN: 01933994) has consented to the proposed appointment and declared qualified under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Manas Ranjan Palo (DIN: 01933994) as in terms of Non-Executive Independent Director of the Company Section 149 read with section 152 of the Companies Act, 2013. Mr. Manas Ranjan Palo (DIN: 01933994) is not liable to retire by rotation. Mr. Manas Ranjan Palo (DIN: 01933994) will hold the office for a consecutive term of 5 years with effect from 16th January, 2026 to 15th January, 2031, not liable to retire by rotation.

A copy of the letter of appointment proposed to be issued to Mr. Manas Ranjan Palo (DIN: 01933994) as an Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A.**

Except Mr. Manas Ranjan Palo (DIN: 01933994) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 1 of this Notice as a Special Resolution.

ITEM NO. 2 : REGULARISATION/APPOINTMENT OF MR. SAROJ KUMAR CHOUDHURY (DIN: 11143083) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

Mr. Saroj Kumar Choudhury (DIN: 11143083) on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director in capacity of Non-Executive Non-Independent Director of the Company with effect from 16th January, 2026 by the Board of Directors in accordance with Sections 149(6),161 and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b), Regulation 17 (1C)and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director who has submitted the declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act. Mr. Saroj Kumar Choudhury (DIN: 11143083) has consented to the proposed appointment and declared qualified under the Act and rules & regulations made thereunder.

Based on the recommendation received from the Nomination and Remuneration Committee and in view of his knowledge, skills and invaluable expertise related to the industry of the company, it is proposed to appoint Mr. Saroj Kumar Choudhury (DIN: 11143083) as in terms of Non-Executive Non-Independent Director of the Company Sections 149 read with section 152 of the Companies Act, 2013. Mr. Saroj Kumar Choudhury (DIN: 11143083) will hold the office with effect from 16th January, 2026 to 15th January, 2031, liable to retire by rotation.

A copy of the letter of appointment proposed to be issued to Mr. Saroj Kumar Choudhury (DIN: 11143083) as Non-Executive Non-Independent Director, setting out the terms and conditions thereof, is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on all working days up to the date of the Meeting.

Details pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India are attached as **Annexure- A.**

Except Mr. Saroj Kumar Choudhury (DIN: 11143083) none of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing the resolution as set out at Item No. 2 of this Notice as a Special Resolution.

ITEM NO. 3 : APPOINTMENT OF STATUTORY AUDITOR M/s. N K JALAN & CO., CHARTERED ACCOUNTANTS, (FRN: 104019W) FOR TERM OF FIVE FINANCIAL YEARS 2025-26 TO 2029-30.

At the time of the Annual General Meeting (AGM), due to certain personal reasons, the retiring Auditors, M/s. N K Jalan & Co., Chartered Accountants (Firm Registration No. 104019W), were unable to submit the necessary consent and eligibility certificate as required under Sections 139 and 141 of the Companies Act, 2013 within the prescribed timeline.

Accordingly, the Board of Directors did not recommend their appointment for term of 5 years at the said AGM for consideration by the Members.

Subsequently, in the month of October 2025, the retiring Auditors addressed a letter to the Company expressing their willingness to continue as Statutory Auditors and submitted the necessary consent and eligibility certificate confirming that they satisfy the criteria provided under Sections 139 and 141 of the Companies Act, 2013 and are not disqualified from being appointed as Statutory Auditors of the Company.

The Board of Directors, at its meeting held on 14th November, 2025, considered the matter and referred the proposal for appointment of M/s. N K Jalan & Co., Chartered Accountants, to the Audit Committee for its recommendation.

The Audit Committee, at its meeting held on 26th December, 2025, after considering their experience, expertise and eligibility, approved and recommended the appointment of M/s. N K Jalan & Co., Chartered Accountants, as Statutory Auditors of the Company and referred the matter to the Board for further necessary action.

Pursuant to the provisions of Sections 139 and 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors recommends the appointment of M/s. N K Jalan & Co., Chartered Accountants (FRN: 104019W) Peer Reviewed Certificate No:017298 till 30/06/2027, as the Statutory Auditors of the Company for a term of five consecutive financial years commencing from Financial Year 2025-26 up to the conclusion of the Annual General Meeting to be held for the Financial Year 2029-30, at such remuneration as may be determined by the Board of Directors based on the recommendation of the Audit Committee.

Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.

Proposed fees payable to the Statutory Auditor along with terms of appointment	The Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the statutory audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.
Basis of recommendation for appointment including	Considering their qualifications and extensive experience, the Board of directors on recommendation of the Audit

the details in relation to and credentials of the Statutory Auditor	Committee recommends the appointment of M/s. N.K. Jalan & Co., Chartered Accountants as the Statutory Auditors of the Company for a period of five consecutive financial years, i.e. from financial year 2025-26 up to the conclusion of the Annual General Meeting to be held for the Financial Year 2029-30.
Partner Responsible for the Audit	Mr. DEEN DAYAL AGRAWAL (Membership No: 606122) & Other Partners

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

APPOINTMENT M/s. VKMG & ASSOCIATES LLP (FRN: L2019MH005300) AS A SECRETARIAL AUDITOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS

SEBI vide its notification dated December 12, 2024, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended regulations, listed companies are now required to obtain shareholders' approval, in addition to Board approval, for the appointment of Secretarial Auditors. The appointed Secretarial Auditor must be a peer-reviewed practicing Company Secretary and must not have any disqualifications as prescribed by the SEBI. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025, shall not be considered for the purpose of calculating the tenure under the said Regulation.

Pursuant to the above requirement, the Board at its meeting held on 16th January 2026, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of M/s. VKMG & ASSOCIATES LLP, Company Secretaries (FRN: L2019MH005300) a peer reviewed firm, as Secretarial Auditor of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI Listing Regulations and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile

M/s. VKMG & ASSOCIATES LLP, Company Secretaries (FRN: L2019MH005300) over 10 years of experience in the field.

In addition to filing various statutory returns under the Companies Act, Experience in providing Secretarial Audit services, Secretarial Compliance Audit, SEBI related matters, etc.

Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.

Proposed fees payable to the Secretarial Auditor along with terms of appointment	Professional audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor	Considering their qualifications and extensive experience, the Board of directors on recommendation of the Audit Committee recommends the appointment of M/s. VKMG & ASSOCIATES LLP, Company Secretaries (FRN: L2019MH005300), Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30

The appointment is subject to shareholders' approval at the Extra-Ordinary General Meeting. Accordingly, the approval of the Members is being sought for this proposed appointment.

None of the Directors, Key Managerial Personnel, or their respective relatives have any financial or other interest in the proposed resolution.

The Board seeks for the approval of the members for passing of the resolution as set out at item no. 04 of this Notice as an Ordinary Resolution.

ITEM NO.5 AND 6:

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase borrowing limit to Rs. 500 Crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 500 Crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 500 Crores.

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 500 Crores (Rupees Five Hundred Crores) as stated in the resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 5 and 6 of the Notice for approval of members of the Company by way of Special Resolutions.

ITEM NO. 7:

As per the provisions of Section 186 of the Companies Act, 2013 (the "Act"), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

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

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/ provide guarantees/ security, approval of the members is hereby sought to make loan/investment/ provide guarantees/security, for an amount not exceeding Rs. 500 Crores (Five Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or in any way interested in this Special Resolution except to the extent of their shareholding and directorship in the Company.

The Board of Directors therefore recommends the resolution as set out in Item Nos. 7 of the Notice for approval of members of the Company by way of Special Resolutions.

For and on behalf of
AVI PRODUCTS INDIA LIMITED,
Sd/-
Shreyana S Koyande
Company Secretary and Compliance Officer
Membership No: A79500

Place: Vasai

Date: 12.02.2026

ANNEXURE-A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Sr.No	NAME OF DIRECTOR	MR. SAROJ KUMAR CHOUDHURY	MR. MANAS RANJAN PALO
1	DIN	11143083	01933994
2	Date of Birth	14/06/1968	30/06/1977
3	Age	57 years	47 years
4	Date of first appointment on the Board	16.01.2026	16.01.2026
5	Qualification	MBA	Bachelor in Architecture, Post-graduation Diploma in Multi media
6	Experience and Expertise	Mr. Saroj Kumar Choudhury is a MBA and having experience of more than 25 years. He will be serving as Non-Executive Independent Director of the Company and will also be part of various committees of the Board. His term is subject to approval of members of the Company.	Mr. Manas Ranjan Palo has done his graduation from College of Engineering from OUAT, Bhubaneshwar. He has also experience of 2 years in UK for e-learning and also has 24 years of experience in e-learning and software development in India.
7	No. of Meetings of the Board attended during the year	NA	NA
8	List of Directorship of other Boards	1.Integrated Hitech Limited 2.Trinity Tradelink Limited 3. Popees Cares Limited 4.Oxford Industries Limited	1.RRP Semiconductor Limited 2. Blue Chip India Limited 3.Waterfase Solutions Private Limited
9	The Listed entity from which Director has resigned in last three years	Nil	Nil
10	List of Membership / Chairmanship of Committees of other Companies	5	3
11	Shareholding in Company	3,65,030 (11.04%)	NIL

12	Terms and Conditions of re-appointment	As per the Nomination & Remuneration Policy of the Company Liable to retire by rotation. w.e.f 16 th January 2026	As per the Nomination & Remuneration Policy of the Company 5- years w.e.f. 16 th January 2026 till 15 th January, 2031
13	Skills & capabilities required for the role and the manner in which the proposed person meets such requirement	Leadership, Business Administration, Human resource.	Leadership, Business Administration, Human resource.

For and on behalf of
AVI PRODUCTS INDIA LIMITED,
Sd/-
Shreyana S Koyande
Company Secretary and Compliance Officer
Membership No: A79500

Place: Vasai
Date: 12.02.2026