

**ADDENDUM TO THE NOTICE OF
THE EXTRA ORDINARY GENERAL MEETING
OF THE COMPANY**

ADDENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF GARUDA AEROSPACE LIMITED WILL BE HELD ON THURSDAY, THE 19TH DAY OF MARCH 2026 AT 11.00 AM THROUGH VIDEO/AUDIO MEANS TO TRANSACT THE FOLLOWING BUSINESS:

The Company had issued EGM Notice together with Explanatory Statement in accordance with the provisions of section 102 of Companies Act 2013 and other applicable provisions of the Companies Act, 2013 (the “Act”), read along with rules made thereunder, circulars issued by the Ministry of Corporate Affairs (“MCA”) and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Members of the Company on the Special business items in the form of Special/ Ordinary Resolution as proposed therein. The EGM Notice has already been circulated to the Members on Tuesday, February 24, 2026, in due compliance with the provisions of the Act, MCA Circulars and Listing Regulations.

The addendum notice of the Extraordinary General Meeting (EGM) shall form an integral part of the Notice of the EGM (as modified pursuant to this Addendum), which has already been circulated to the shareholders of the Company and on and from the date hereof, the Notice of the EGM (as modified pursuant to this Addendum) shall always be read in conjunction with this Addendum. All other contents of the Notice of the EGM dated February 23, 2026, except as modified or supplemented by this Addendum, shall remain unchanged.

Accordingly, Item No. 6, 7 and 8 as detailed below, is proposed for the approval of the shareholders by way of a Special Resolution.

ITEM NO. 6: TO REGULARIZE MR. KRISHNASAMY RAJAGOPALAN SATHIYANARAYANAN (DIN: 11590048) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions:

“**RESOLVED THAT** pursuant to the recommendation of the board of directors (“Board”) and in compliance with Sections 149, 150 and 152 read with Schedule IV, Section 161 and the other applicable provisions of the Companies Act, 2013, (including any amendments, modifications or re-enactment thereof for the time being in force) including the rules made thereunder, as amended (“Companies Act”), regulations 16, 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and other applicable provisions of law, if any, and pursuant to the provisions of the articles of association, Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) (Independent Director Registration: IDDB-NR-202108-038239) who has provided his consent in writing to act as an independent director of the Company and possesses relevant expertise and experience and who has submitted a declaration in writing that he meets the criteria for appointment as an independent director under the Companies Act and the SEBI Listing Regulations, is eligible for appointment, be and is hereby appointed as an independent director on the Board, who shall hold office for Three consecutive years commencing from March 09, 2026 up to March 08, 2029 and shall not be liable to retire by rotation and shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated March 09, 2026 issued to Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048), as may be determined by the Board from time to time.”

“**RESOLVED FURTHER THAT** the Company do note the consent letter in the form DIR-2 received from Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) providing his consent to act as an independent director of the Company, the disclosure of interest under Section 184 in the Form MBP-1 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, received from Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) providing his consent and eligibility to act as an independent director of the Company.”

“**RESOLVED FURTHER THAT** the Company does note the declaration in writing from in Form No. DIR-8 confirming that he is not disqualified under Section 164 of the Companies Act from acting as a director of the Company.”

“**RESOLVED FURTHER THAT** the terms of appointment of independent directors in terms of the provisions of the Companies Act, 2013, a draft of which was circulated to the Board, be and are hereby approved and recorded.”

“**RESOLVED FURTHER THAT** the code of conduct for the Board pursuant to the Companies Act be and is hereby placed before the Company for information and for further compliance thereof by Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) as independent director.”

“**RESOLVED FURTHER THAT** any one of the Director or the Company Secretary and Compliance officer of the Company be and are hereby severally authorised to do all the acts, deeds and things which are necessary to the appointment of Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) as an independent director of the Company.”

“**RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a director wherever required.”

ITEM NO. 7 TO CONSIDER AND APPROVE THE CHANGE IN TERMS OF APPOINTMENT FOR Ms. RITHIKA MOHAN, WHOLE TIME DIRECTOR:

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

“**RESOLVED THAT** in compliance with Sections 152 of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, consent of the members be and is hereby accorded for the Change in terms of appointment of Ms. Rithika Mohan, Whole Time Director as “**liable to retire by rotation**” and other terms and conditions of her appointment as approved by the Board and Shareholders at the meeting held on November 05, 2025 and November 21, 2025 respectively shall remain unchanged.

“**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to sign all the documents, deeds, papers in this regard and to file Form and other applicable forms/documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary or expedient to give effect to the resolution of the Board.”

ITEM NO. 8 TO CONSIDER AND APPROVE THE CHANGE IN TERMS OF APPOINTMENT FOR Mr. JAYAPRAKASH VISHNU, DIRECTOR:

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

“**RESOLVED THAT** in compliance with Sections 152 of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, consent of the members be and is hereby accorded for the Change in terms of appointment of Mr. Jayaprakash Vishnu, Director as “**liable to retire by rotation**” and other terms and conditions of his appointment as approved by the Board and Shareholders at the meeting held on November 05, 2025 and November 21, 2025 respectively shall remain unchanged.

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary and Compliance Officer of the Company, be and is hereby authorized to sign all the documents, deeds, papers in this regard and to file Form and other applicable forms/documents with the Registrar of Companies and to do all such acts, deeds, matters and things as deemed necessary or expedient to give effect to the resolution of the Board.”

FOR GARUDA AEROSPACE LIMITED

Date: March 16, 2026

Place: Chennai

Sd/-

Harisha Ravichandran

Company Secretary & Compliance Officer

Membership No.: A76490

NOTES:

1. Ministry of Corporate Affairs (“MCA”) has vide its General Circulars Nos. 09/2024 dated September 19, 2024, 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, and 09/2024 dated 19th September, 2024 (“MCA Circulars”) has permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013, as amended (the “Companies Act”) and MCA Circulars, the EGM of the Company is being conducted through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act is annexed hereto.
3. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the EGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members may join the EGM through VC/OAVM facility 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the EGM.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since the EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the and hence the proxy form and attendance slip are not annexed to this Notice.
6. Pursuant to the provisions of Section 107 of the Companies Act 2013, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”), the Company is providing voting by show of hands facility to its members in respect of the business to be transacted at the EGM.
7. Corporate Members intending to send their authorized representative to attend EGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at EGM.
8. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this notice

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

The following Statements sets out all material facts relating to the special businesses mentioned in the Notice.

Item 6

The Company intends to undertake an initial public offering (the “Offer”) of its equity shares (the “Equity Shares”). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013, and the rules thereunder, each as amended (the “Companies Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”). Accordingly, Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) was appointed as an Additional Directors (Non-Executive and Independent) by a Circular Resolution on March 09, 2026 for a term of 03 (three) consecutive years with effect from March 09, 2026.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) providing their consent to act as an independent director of the Company and the declaration and the undertakings in the Form DIR-8 furnished by them confirming that they are not disqualified under Section 164 of the Companies Act from acting as a director of the Company.

The Company has also received a declaration from Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) that he meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) fulfills the conditions specified in the Act and he is independent of the management.

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required to appoint an independent director.

The Board recommends the Special resolutions set out in item no. 6 of the Notice for your approval.

Except, Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) being the appointee, none of the directors or key managerial personnel and/or senior management (as defined in the Companies Act and SEBI ICDR Regulations) of the Company or their relatives are concerned or interested, financially or otherwise, in these resolutions, except in the ordinary course of business.

As stipulated under Secretarial Standard-2, brief profile of Mr. Krishnasamy Rajagopalan Sathiyarayanan (DIN: 11590048) including names of companies in which he holds directorships is provided below in

Table:

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|-------------------------|--|
| Name of the Director | Krishnasamy Rajagopalan Sathiyarayanan |
| DIN | DIN: 11590048 |
| Age | 52 |
| Nationality | Indian |
| Education Qualification | Commerce Graduate from Vivekananda College, Tiruvedagam West, Madurai (1990-1993). Completed LLB Degree from Sri Eshwar Reddy College of Law, Tirupati (2021-2014) Member of the Institute of ICAI |

| | |
|--|---|
| Experience | <ul style="list-style-type: none"> • Managing Committee Member – The Chengalpattu District Branch of SIRC of ICAI – Chairman during the year 2022-2023 • Secretary and Correspondent – Prabhavati Jayaprakash Seva Kendra Hr.Sec.School (Integrated School for Polio and Normal Children), Guduvancherry. • Joint Treasurer – Loknayak Jayaprakash Narayan Vidhyalaya (CBSC School), Guduvancherry. • Life Member in The Chartered Accountant Study Circle, Society of Auditors, Andhra Chamber of Commerce and Bombay Chartered Accountants' Society • Past Convenor – Tambaram CPE Study Circle of SIRC of ICAI. |
| Terms and Conditions of Appointment | Appointment as an Independent Director for a period of three years and shall not be eligible to retire by rotation |
| Remuneration last drawn (FY 2025-2026) | Not Applicable |
| Remuneration proposed to be paid | Sitting fees will be paid to Mr. Krishnasamy Rajagopalan Sathiyarayanan as approved by the Board. |
| Date of first appointment on the Board | Through Circular Resolution dated, March 09, 2026 |
| Shareholding in the Company | Nil |
| Relationship with other director and other KMP | NIL |
| Number of meetings of the Board attended during the financial year 2025-2026 and till the date of Notice of this EGM | - |
| Other Directorships, Membership/Chairman of Committees of other Boards | Directorship – Nil Membership of Committees of other Boards – Nil Chairperson of Committees of other Boards – Nil |
| Listed Company Directorships, Membership/Chairman of Committees | NIL |
| Resignation from Listed Entities in past three years | NIL |
| Justification for choosing the appointee | Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be of immense benefit to the Company and hence, it is desirable to appoint him as an Independent Director. |

Item 7

Pursuant to the provisions of section 152 of the Companies Act, 2013, every public company is required to ensure that at every Annual general meeting not less than two-thirds of the total number of directors must be liable to determination by retirement of directors by rotation.

Ms. Rithika Mohan was appointed as a Whole Time Director of the Company with effect from November 05, 2025, on such terms and conditions as approved by the Board of Directors. At the time of her appointment, it was stated that she shall not be liable to retire by rotation.

In order to comply with the provisions of Section 152 of the Companies Act, 2013, the Board of Directors, through a Circular Resolution dated March 09, 2026, approved the change in the terms of appointment of Ms. Rithika Mohan, to the effect that she shall be liable to retire by rotation. All other terms and conditions of her appointment shall remain unchanged.

Except Ms. Rithika Mohan, None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

The board of directors of the Company recommends the resolutions set out at Item No. 7 of the accompanying Notice for your approval as a Special resolution.

Item 8

Pursuant to the provisions of section 152 of the Companies Act, 2013, every public company is required to ensure that at every Annual general meeting not less than two-thirds of the total number of directors must be liable to determination by retirement of directors by rotation.

Mr. Jayaprakash Vishnu, was appointed as a Director of the Company with effect from November 05, 2025, on such terms and conditions as approved by the Board of Directors. At the time of her appointment, it was stated that she shall not be liable to retire by rotation.

In order to comply with the provisions of Section 152 of the Companies Act, 2013, the Board of Directors, through a Circular Resolution dated March 09, 2026, approved the change in the terms of appointment of Mr. Jayaprakash Vishnu, to the effect that he shall be liable to retire by rotation. All other terms and conditions of her appointment shall remain unchanged.

Except Mr. Jayaprakash Vishnu, None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

The board of directors of the Company recommends the resolutions set out at Item No. 8 of the accompanying Notice for your approval as a special resolution.

Date: March 16, 2026

Place: Chennai

FOR GARUDA AEROSPACE LIMITED

Sd/-

Harisha Ravichandran

Company Secretary & Compliance Officer
Membership No.: A76490