

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF GARUDA AEROSPACE LIMITED WILL BE HELD ON WEDNESDAY, THE 11TH DAY OF MARCH 2026 AT 11.00 AM THROUGH VIDEO/AUDIO MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ITEM NO.1 TO APPROVE INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider, and if thought fit, to pass the following resolutions as an Ordinary Resolutions:

“**RESOLVED THAT** pursuant to the provisions of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association, the consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the company from Rs. 20,00,000 (Rupees Twenty Lakhs) divided into Rs. 19,00,000 divided into 1,90,000 Equity shares of INR 10 each and Rs. 1,00,000 (Rupees One Lakh) divided into 10,000 Preference Shares of INR 10 each to Rs.15,00,00,000 (Rupees Fifteen Crore Only) divided into Rs. 14,00,00,000 (Rupees Fourteen Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity shares of INR 10 each and Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Preference shares of INR 10 each ranking pari passu with the existing Shares in the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or the Company Secretary and Compliance officer of the Company be and are hereby severally authorized to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion deem appropriate.”

ITEM NO.2 TO APPROVE THE ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to provisions of Section 13, 61, 65 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum of Association of the Company, the consent of the members of the Company be and is hereby accorded to alter the existing Clause V thereof by substituting the following new Clause V as under:

“The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crore Only) divided into Rs. 14,00,00,000 (Rupees Fourteen Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity shares of INR 10 each and Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Preference shares of INR 10 each ranking pari passu with the existing shares in the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or the Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies, Chennai as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 3 TO REGULARIZE MR. NATARAJAN TIRUPATTUR SRINIVASAN (DIN: 06780574) 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) (Independent Director Registration: IDDB-DI-202602-088178) 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 February 13, 2026 up to February 12, 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 February 13, 2026 issued to Mr. Natarajan Tirupattur Srinivasan (DIN: 06780574), 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. 4 TO APPROVE THE BORROWING LIMITS UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Sections 179 and 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended (the “Companies Act”), the enabling provisions of the memorandum of association and the articles of association of the Company, and subject to such other approvals and permissions as may be required, the approval of the shareholders of the Company be and is hereby accorded to borrow from time to time any sum or sums of monies (exclusive of interest and in one or more tranches) on such terms and conditions as may be determined, from any one or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institution, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the moneys may be borrowed by the Company and outstanding at any time shall not exceed the sum of INR 300 Crores (Rupees Three Hundred Crores Only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, anyone of the Directors or the Company Secretary and Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

ITEM NO. 5 TO APPROVE THE POWER TO CREATE CHARGE ON THE ASSETS 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 provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force), the rules notified thereunder and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded by way of special resolution for creation of such mortgages, charges and hypothecations as may be necessary, in addition to the existing charges, mortgages and hypothecation created by the Company and to transfer, sell or dispose of all or any part of the moveable or immovable properties of the Company, wherever situated, both present and future, in such manner as the Board may deem fit, in favor of financial institutions, banks, and other bodies corporate (hereinafter referred to as the "Lending Institutions") and Trustees for the holders of debentures/bonds and/or other instruments to secure borrowings of the Company availed / to be availed by way of rupee term loans/foreign currency loans, debentures, bonds and other instruments provided that the total amount of such loans/borrowings shall not exceed at any time the limits approved under Section 180(1)(c) of the Companies Act, 2013.”

RESOLVED FURTHER THAT anyone director or the Company Secretary and Compliance Officer of the Company be and is hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”

ITEM NO. 6 APPROVAL FOR AMENDMENT OF ESOS SCHEME AS PER SEBI REGULATION:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, if any, of the Companies Act 2013, read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as “SBEB & SE Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI LODR Regulations”), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, such conditions and modifications as may be prescribed or imposed while granting such approval(s), based on the recommendation of the Nomination and Remuneration Committee of the Company, the consent of the members of the Company be and is hereby accorded to amend, restate and align amendments in ‘Garuda ESOS 2023’ (“ESOP Scheme”), of the company in order to ensure conformity with SBEB & SE and allied requirements.”

RESOLVED FURTHER THAT it is specifically recorded that the realignment is undertaken solely to ensure conformity with SBEB & SE and applicable law, without prejudice to any vested or already-exercisable rights under grants made pursuant to the existing schemes; and that, save and except to the extent required for such conformity, there is no change to the overall pool, pricing methodology, corporate-action adjustment principles or economic terms of outstanding grants.

RESOLVED FURTHER THAT the NRC be and is hereby authorised to administer the Restated Schemes, including framing/amending implementing rules, issuing grant letters, determining vesting/exercise/lapse, and making fair and reasonable adjustments upon corporate actions so as to preserve overall economic value, in accordance with SBEB & SE.

Registered Office:

Garuda Aerospace Ltd.
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RESOLVED FURTHER THAT the Board (including any Committee thereof) and the Company Secretary be and are hereby authorised to: (i) make/accept such modifications as may be required by SEBI/stock exchanges/Registrar of Companies; (ii) make requisite statutory filings and disclosures; (iii) (upon and after listing) host the scheme documents on the Company’s website in terms of LODR; and (iv) do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

“RESOLVED FURTHER THAT Mr. Agnishwar Jayaprakash, DIN: 02288785, Whole Time Director and/or Ms. Rithika Mohan, DIN: 08116670, Whole Time Director, and/or Ms. Harisha Ravichandran, Company Secretary of the Company, be and are hereby jointly or severally authorised to file, verify and execute necessary forms with the Registrar of Companies, Chennai, and do all such acts, deeds, matters, and things as may be required to be done to give effect to the above resolution and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, and confirmed.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a director or the Company Secretary of the Company wherever required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company”.

ITEM NO. 7 APPROVAL FOR ISSUE OF BONUS SHARES BY WAY OF CAPITALIZATION OF RESERVES:

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

“RESOLVED THAT, pursuant to the provisions of Sections 63, 123(5) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment thereto and re-enactment thereof for the time being in force) (collectively referred to as the “Companies Act”) and any other provisions of the Companies Act applicable thereof, if any, and subject to the applicable provisions of the Foreign Exchange Management Act, 1999, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2020, and other applicable rules, regulations, directions, and guidelines issued by the Reserve Bank of India from time to time (collectively referred to as ‘FEMA Regulations’) and subject to the memorandum of association and articles of association and such other sanctions as may be necessary and further subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (“Board”), and on recommendations of the Board, consent of the shareholders be and is hereby accorded for capitalization of a sum of Rs. 10,30,59,100/- (Indian Rupees Ten Crore Thirty lakhs Fifty Nine Thousand One Hundred Only) out of its free reserves/securities premium account or such other reserve account and that such amounts be transferred to the share capital account and be applied for issue and allotment of

- 95,37,085 (Ninety Five Lakhs Thirty Seven Thousand and Eighty Five) new equity shares of Rs. 10/- (Rupees Ten Only) each.
- 2,72,850 (Two lakh Seventy Two Thousand Eight Hundred and Fifty) new Series A Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 2,34,260 (Two lakh Thirty Four Thousand Two Hundred and Sixty) new Series A1 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 50,575 (Fifty Thousand Five Hundred and Seventy Five) new Series B Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each

- 16,660 (Sixteen Thousand Six Hundred and Sixty) new Series B1 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 1,65,325 (One Lakh Sixty five Thousand Three Hundred and Twenty Five) new Series B2 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 29,155 (Twenty Nine Thousand One Hundred and Fifty Five) new Series B3 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.

as bonus shares to the existing shareholders of the Company in the proportion of 85 (Eighty Five) shares for every 1 (One) shares held by the Members as on the Record Date, i.e., March 11, 2026 or such other date as the board may decide.

“RESOLVED FURTHER THAT:

- a. The Shares so issued upon allotment have the same rights of voting and be treated for all other purposes ranking pari passu with the existing shares of the Company.
- b. No member shall be entitled to a fraction of an equity share because of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.

RESOLVED FURTHER THAT instead of issue of a letter of allotment, the Bonus Shares will be credited to the demat account of the allottees, who are holding the existing equity shares in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018.”

RESOLVED FURTHER THAT pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the other rules and regulations as may be applicable, the bonus shares shall be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form and other shareholders who are still holding equity shares in physical form, their bonus shares would be held in abeyance in a suspense account and may be issued and allotted only upon such beneficiaries thereof having operative demat accounts of their respective holding in the Company.

RESOLVED FURTHER THAT the Company will not record transfer of any securities by persons who are holding shares in physical form.

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary and Compliance officer of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid Resolution.

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ITEM NO. 8 APPROVAL FOR RELATED PARTY TRANSACTION:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as an Ordinary Resolution

“**RESOLVED THAT** pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board, for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Vishnusurya Projects and Infra Limited, a related party falling within the definition of “Related Party” under Section 2(76) of the Act, on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, for an aggregate value of up **Rs. 25.00 Crores (Indian Rupees Twenty-Five Crores Only)** of all these transaction(s), whether undertaken directly by the Company, aggregate as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

RESOLVED FURTHER THAT anyone of the Directors or the Company Secretary and Compliance officer of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid Resolution.

FOR GARUDA AEROSPACE LIMITED

Date: February 16, 2026

Place: Chennai

Sd/-

HARISHA RAVICHANDRAN

Company Secretary and Compliance Officer

*No. 24/46, Third floor, K B Dasan Road,
Alwarpet, Chennai 600018*

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, 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 (the '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, 2013 ("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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM:

1. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
2. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

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 1

The existing Authorised Share Capital of the Company is Rs. 20,00,000 (Rupees Twenty Lakhs) divided into Rs. 19,00,000 divided into 1,90,000 Equity shares of INR 10 each and Rs. 1,00,000 (Rupees One Lakh) divided into 10,000 Preference Shares of INR 10 each.

The Board at its meeting held on February 16, 2026 has accorded its approval for increasing the Authorised Share Capital from Rs. 20,00,000 (Rupees Twenty Lakhs) divided into Rs. 19,00,000 divided into 1,90,000 Equity shares of INR 10 each and Rs. 1,00,000 (Rupees One Lakh) divided into 10,000 Preference Shares of INR 10 each.

to

Rs.15,00,00,000 (Rupees Fifteen Crore Only) divided into Rs. 14,00,00,000 (Rupees Fourteen Crore only) divided into 1,40,00,000 (One Crore Forty Lakhs) Equity shares of INR 10 each and Rs. 1,00,00,000 (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Preference shares of INR 10 each ranking paripassu with the existing Shares in in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Pursuant to the provisions of Section 13, 61, 64 of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof), approval of the Members is required for increasing the Authorised Share Capital of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

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.

Item 2

In continuation of Item No. 1 of the Notice relating to the increase in the Authorised Share Capital of the Company, and in order to give effect to the said increase, it is necessary to alter Clause V (Capital Clause) of the Memorandum of Association of the Company so as to reflect the revised Authorised Share Capital of the Company.

Pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members is required for alteration of Clause V of the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

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.

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Item 3

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. Natarajan Tirupattur Srinivasan (DIN: 06780574) was appointed as an Additional Directors (Non-Executive and Independent) by a Circular Resolution on February 13, 2026 for a term of 03 (three) consecutive years with effect from February 13, 2026.

The Company has received the consent letter in the Form DIR-2 furnished by Mr. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. Natarajan Tirupattur Srinivasan (DIN: 06780574) 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. 3 of the Notice for your approval.

Except, Mr. Natarajan Tirupattur Srinivasan (DIN: 06780574) being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in these resolutions.

As stipulated under Secretarial Standard-2, brief profile of Mr. Natarajan Tirupattur Srinivasan (DIN: 06780574) including names of companies in which he holds directorships is provided below in

Table:

Name of the Director	Natarajan Tirupattur Srinivasan
DIN	DIN: 06780574
Age	75
Nationality	Indian
Education Qualification	B.Sc., St John's College Palayamkottai, 1969, 4th Rank in University M.Sc., St Joseph's College, Tiruchirappalli, 1971, First Class, PhD IIT Madras 1984 on “Microwave Dielectrics”
Experience	Present Position: The Founder & Managing Partner, of “Falling Apple”, a STEM Lab for students, in Adyar, Chennai. Employment: Retired from IIT Madras after 4 decades in June 2015. Re-employed by the Government of India to help mentor a New IIT at Tirupati for 7 years 2015 to 2022. Designed and Established Undergraduate Physics Lab for B Tech all branches (2015) in record time.

	Served at IIT Tirupati as the First Registrar incharge (3 years), the Dean of International and Alumni Affairs, and Member Board of Governors.
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. Natarajan Tirupattur Srinivasan as approved by the Board.
Date of first appointment on the Board	Through Circular Resolution dated, February 12, 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 4

Pursuant to Section 180(1)(c), the Company shall borrow funds, where the money to be borrowed, together with the money already borrowed by the Company exceed the aggregate of its paid-up share capital, free reserves and securities premium, such borrowing only with the prior approval of the shareholders of the Company.

Pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, and the rules thereunder, each as amended, the approval of the shareholders of the Company is required to increase the borrowing limit of the Company.

The Board recommends the resolutions set out in item no. 4 of the Notice for your approval.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

Item 5

The Company, in pursuit of its long-term business and strategic objectives, may be required to raise funds through borrowings from various Banks, Financial Institutions, or other lenders. In connection with such borrowings, it may become necessary to create charges, mortgages, or hypothecation on the assets of the Company as security.

Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors shall not sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company without the prior approval of the shareholders by way of a special resolution.

To enable the Company to secure such borrowings by creating charges or encumbrances on the assets, including by way of mortgage or hypothecation of the whole or substantially the whole of the undertaking(s) of the Company, the consent of the shareholders is sought under Section 180(1)(a) of the Act.

The Board recommends the resolution set out in Item No. 5 of the Notice for the approval of the members as a Special Resolution.

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.

Item 6

The Company intends to list its equity shares (the “**Equity Shares**”) on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with such Equity Shares, it is mandatory to amend and restate the existing ESOP schemes (GARUDA ESOS 2023) in order to align them with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (“SEBI SBEB Regulations”).

Accordingly, the Board of Directors of the Company vide circular resolution passed on 16th February 2026 to amend the employees stock option plan (GARUDA ESOS 2023) are proposed to be amended and restated.

The purpose of the ESOP schemes is to encourage ownership of the equity shares by eligible employees on an ongoing basis. The ESOP schemes are intended to benefit the Company by enabling the Company to attract and retain the best available talent to contribute and share in the growth of the Company. In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the SBEB Regulations, the salient features of the amended ESOP Scheme are provided under the following table:

1. Brief Description of the Scheme(s):

This proposed Scheme called the “GARUDA Employee Stock Option Scheme 2023” (GARUDA ESOS 2023) is intended to reward the Eligible Employees of the Company, for their performance and to motivate them to contribute to the growth and profitability of the Company. The Eligible Employees shall be granted all the stock options in one or more tranche, which will vest on particular dates and could be exercisable into Equity Shares, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

2. Total number of options to be granted:

6,000 options having face value of Rs.10/- each fully paid-up Equity Shares of the Company be granted to the eligible employees, that would entitle the grantees to acquire, in one or more tranches exercisable into not exceeding more than 5% of the outstanding paid-up equity share capital of the Company.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date. The Board or NRC Committee is authorized to re-grant such lapsed / cancelled options as per the provisions of “GARUDA Employee Stock Option Scheme 2023” (**Restated & Aligned**), within overall ceiling. In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

Classes of employees who are entitled to participate in GARUDA ESOS 2023 includes the permanent employees of the Company including includes the permanent employees of the Company, including Whole Time Directors and Non-Executive Directors (other than Independent Directors, Promoters of the Company, and Directors who, either themselves or through their relatives or any body corporate, directly or indirectly hold more than 10% of the outstanding equity shares of the Company), whether whole-time or otherwise, whether working in India or outside

India, and also includes employees of the Company’s holding and/or subsidiary company(ies) of the Company as may be decided by the Board or NRC Committee but does not include an employee who is a promoter or a person belonging to the promoter group.

The class of Employees eligible for participating in the Scheme shall be determined on the basis of the grade, number of years’ service, performance and role assigned to the employee and such other parameters as may be by the Board or NRC Committee in its sole discretion from time to time.

The options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

4. Requirements of vesting and period of vesting:

- a) The Options shall vest over a period as may be determined by the Board or NRC Committee from the date of the Grant of Options.
- b) On the expiry of the Vesting Period, the Option Holder has the option to convert the Options into Shares of the Company, either in full or in part at any time during the Exercise Period. In the event the Option is not exercised within the Exercise Period, then the Option shall be forfeited by the Company. In case, he/she Exercises and pays for only a part of the Options during the Exercise Period, the balance of the Vested Options shall lapse.
- c) There shall be a minimum period of 1 (one) year or as approved by the Board or NRC Committee at the time of the Grant (known as “cliff period”) between the grant of options and vesting of option.
- d) Upon Vesting, the Option Holder shall be entitled to Exercise the Vested Options, either in full or in part at any time during the Exercise Period. In the event the Option is not exercised within the Exercise Period, then the Option shall lapse and be forfeited by the Company.

5. Maximum period within which the options shall be vested:

Options granted under GARUDA ESOS 2023 (**Restated & Aligned**) would vest subject to maximum period of One year (1) continuous completed service or such other period as may be determined by the Board or NRC Committee from the date of Grant of Options.

6. Exercise price or pricing formula:

The exercise price is decided as per the valuation report at the time of grant.

7. Exercise period and the process of Exercise:

7.1 The Exercise of Options shall be in accordance with the table set out below:

Sr. No.	Events	Vested	Unvested
1	While inemployment	Can be exercised within a period of 6 Months from the date of Vesting or withinsuch other additional period as the Board may determine.	The Options would continue to vest as per the vesting schedule.
2	Resignation / Termination (other than due to misconduct)	All the Vested Options as on the date of submission of resignation shall be exercisable by the Option Holder	All Unvested Options on the date of submission of resignation shall stand

	or breach of company policies/ terms of employment)	before his last working day with the Company or within such other additional period as the Board may determine. Any Vested Options not so Exercised, will lapse automatically.	cancelled with effect from that date.
3	Termination on account of Cause	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination or notice of termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date or notice of termination and shall not be Exercisable.
4	Retirement / Early Retirement approved by the Company	All Vested Options can be Exercised by the Option Holder immediately after, but in no event later than 6 (Six) months from the date of such retirement or within such another additional period as the Board may determine.	All Unvested Options will stand cancelled as on the date of such retirement, unless otherwise determined by the Board whose determination will be final and binding.
5	Death	All the options granted to him till such date shall vest in the legal heirs or nominees of the deceased employee, but in no event later than 6 (Six) months or such other additional period, as per the discretion of the Board, from the date of Death.	
6	Termination due to Permanent Incapacity	All the options granted to him as on the date of permanent incapacitation, shall vest in him on that day, but in no event later than 6 (Six) months or such other additional period, as per the discretion of the Board.	
7	Liquidity Event	In the event of Liquidity Event, the Board shall allow Exercise of Vested Options, and may at its discretion make exercise of Vested Options mandatory.	In the event of Liquidity Event, subject to approval from the Board, all the unvested Options granted till the occurrence of the Liquidity Event shall vest immediately and the Option Holder shall be allowed to Exercise the Vested Options. The Board may at its discretion make exercise of Vested Options Mandatory
8	Other Reasons apart from those mentioned Above	The Board will decide whether the vested Options as on that date can be exercised by the Option Holder or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

- 7.2 Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company, or through any banking channels.
- 7.3 The Option Holder would surrender the vested options to the Board if the Option Holder failed to pay the full Exercise Price, for the Vested Options.
- 7.4 For purposes of clause 7.1 (3), "Cause" shall mean that the Option Holder shall have committed any of the following acts:
- an act of a crime, fraud, embezzlement, theft, or any other material violation of law in connection with the employee's duties;
 - wrongful damage to material assets of the Company;
 - wrongful disclosure of material confidential information or proprietary information of the Company;
 - wrongful engagement in any competitive activity that would constitute a material breach of the duty of loyalty; or
 - breach of any stated material employment policy of the Company

8. Appraisal process for determining the eligibility of employees under GARUDA ESOS 2023:

The appraisal process for determining the eligibility of the employees will be decided by the Board or NRC Committee from time to time.

9. Lock in Period, if any:

The shares acquired through the ESOS shall not be subject to any lock-in period. However, the transfer of shares would be subject to the conditions prescribed in the Charter documents of the Company.

10. Maximum number of options to be issued per employee and in aggregate:

No Employee shall be granted, in any fiscal year of the Company, options aggregating to more than 1% of the outstanding issued share capital as on the date of grant, (excluding outstanding options and conversions). Notwithstanding the foregoing, pursuant to a specific Special Resolution passed by the Members of the Company in General Meeting, the Compensation Committee may grant to the Employee(s) mentioned in such Special Resolution, options aggregating to shares exceeding 1% of the outstanding issued share capital as on the date of the grant

11. Maximum Quantum of benefits to be provided per employee under the GARUDA ESOS 2023:

The maximum quantum of benefits that will be provided to every eligible Employee under the Scheme will be the difference between the market value of Company's Share on the Recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

12. The conditions under which option vested in employees may lapse e.g., in case of termination of employment for misconduct.

Please refer to Point no.7

13. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee;

Please refer to Point no.7

14. Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

15. Source of Shares:

The Scheme contemplates new Issue of Shares by the Company (“Primary Shares”).

16. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

The Company is not providing any loan for GARUDA ESOS 2023 purpose, as Company is directly implementing the plan.

17. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

This is not relevant under the present scheme.

18. Whether the scheme involves new issue of shares by the Company

GARUDA Employee Stock Option Scheme 2023 (Restated & Aligned) involves new issue of shares by the Company.

19. Accounting and Disclosure Policies:

As specified in Regulation 15 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company shall comply with the requirements of the ‘Guidance Note on Accounting for employee share-based Payments’ or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.

GARUDA Employee Stock Option Scheme 2023 (Restated & Aligned) are accounted under the Indian Accounting Standard (Ind AS) 102 Share based payments and such other accounting policies/ principles as may be prescribed from time to time during the continuance of GARUDA Employee Stock Option Scheme 2023 (Restated & Aligned). The same is in accordance with the SEBI (SBEB&SE) Regulations, 2021.

20. Method of Valuation:

The Company follows Discounted Cashflow method for computing the fair value of shares granted under ESOP scheme. The fair value computed is reduced by the exercise price of such options (to be recovered from employee on exercise of ESOP) to arrive at the compensation cost, if any, for the options granted. The compensation cost is recognised to Profit & Loss statement over the vesting period as per the vesting schedule.

The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company.

21. Terms & conditions for buyback, if any, of specified securities covered under SBEB regulations.

Subject to the provisions of the prevailing applicable law, the Board shall determine the procedure for buy-back of the specified securities / Options granted under the ESOP Scheme if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

22. Rights of the option holder:

The employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of option granted to him, till shares are allotted upon exercise of option.

Consent of the members is being sought by way of Special Resolutions pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013.

A draft copy of the GARUDA ESOS 2023 is available for inspection at the Company's Corporate Office on all working days (excluding Saturday, Sunday and Holidays) till the date of the Extra-Ordinary General Meeting.

Therefore, The Board recommends the Resolution(s) set out at Item No. 6 of the Notice to the Members for their consideration and approval, by way of Special Resolution(s).

Item 7

The Board of Directors of the Company, at its meeting held on February 16, 2026 considered and approved, subject to the approval of the Members, the proposal to capitalize a sum of Rs. 10,30,59,100/- (Rupees Ten Crore Thirty Lakhs Fifty Nine Thousand One Hundred Only) out of its free reserves/securities premium account or such other reserve permissible under the provisions of the Companies Act, 2013, for the purpose of issue of bonus shares to the eligible shareholders of the Company.

The Board has recommended the issue of bonus shares in the proportion of 85 (Eighty Five) shares for every 1 (One) share held by the Members as on the Record Date, i.e., March 11, 2026 or such other date as may be fixed by the Board of Directors, subject to approval of the Members.

Accordingly, the Company proposes to issue and allot up to:

- 95,37,085 (Ninety Five Lakhs Thirty Seven Thousand and Eighty Five) new equity shares of Rs. 10/- (Rupees Ten Only) each.
- 2,72,850 (Two lakh Seventy Two Thousand Eight Hundred and Fifty) new Series A Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 2,34,260 (Two lakh Thirty Four Thousand Two Hundred and Sixty) new Series A1 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 50,575 (Fifty Thousand Five Hundred and Seventy Five) new Series B Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each
- 16,660 (Sixteen Thousand Six Hundred and Sixty) new Series B1 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.

- 1,65,325 (One Lakh Sixty five Thousand Three Hundred and Twenty Five) new Series B2 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.
- 29,155 (Twenty Nine Thousand One Hundred and Fifty Five) new Series B3 Compulsorily Convertible Preference shares of Rs. 10/- (Rupees Ten Only) each.

The proposed issue of bonus equity shares will be made in accordance with the provisions of the Sections 63 and 123(5) of the Companies Act, 2013 and the rules framed thereunder and such other authorities as may be necessary.

The bonus shares so issued shall rank pari passu in all respects with the existing fully paid-up shares of the Company, including dividend, if any, declared after allotment of such bonus shares.

In terms of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and other applicable regulations, the bonus shares shall be credited only to the demat accounts of those shareholders whose existing holdings are in dematerialised form. In respect of shareholders holding shares in physical form, the bonus shares shall be kept in abeyance in a suspense account and shall be credited only upon such shareholders dematerialising their holdings and providing valid demat account details.

The Board recommends the resolution set out in Item No. 7 of the Notice for the approval of the members as a Special Resolution.

Except Mr. Agnishwar Jayaprakash, Ms. Rithika Mohan, and Mr. Jayaprakash Vishnu, 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.

Item No.8:

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

To facilitate seamless business operations including contracting, rendering or availing of products and services, sale, purchase or supply of goods or materials, or buying, selling or otherwise dealing in property of any kind, between the Company and its related parties, the Company proposes to enter into transactions which, in aggregate, are expected to exceed the prescribed materiality thresholds. Accordingly, the approval of the Members is being sought for entering into such material related party transactions as detailed in the resolution. All the transactions will be carried out in the ordinary course of business and on an arm’s length basis.

The Audit Committee and Board has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 16th February 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Except Mr. Agnishwar Jayaprakash, Ms. Rithika Mohan, and Mr. Jayaprakash Vishnu, none of the Directors, Key Managerial Personnel or their relatives, except to the extent of their interest in the related party entities, if any, are concerned or interested in the resolution.

The Board recommends the resolution set out in Item No. 8 of the accompanying notice for the approval of the Members as an Ordinary Resolution. Information required is provided herein below:

S.No	Name of the Related Party	Name of the director or KMP who is related	Nature of Relationship	Nature and material terms/ Particulars of the contract or arrangement	Amount
1	Vishnusurya Projects and Infra Limited	1. Agnishwar Jayaprakash 2. Rithika Mohan 3. Vishnu Jayaprakash	Company in which directors or KMP is interested	purchase/sale of goods and/or services	INR 25,00,00,000

Date: February 16, 2026
Place: Chennai

FOR GARUDA AEROSPACE LIMITED

Sd/-
HARISHA RAVICHANDRAN
Company Secretary and Compliance Officer
*No. 24/46, Third floor, K B Dasan Road,
Alwarpet, Chennai 600018*

Format Board Resolution – To Authorise Body Corporate Shareholders Representative to attend General Meetings.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF (COMPANY NAME) HELD ON (DATE) (DAY) (TIME) AT (VENUE OF THE BOARD MEETING)

REG.: AUTHORIZING COMPANY'S REPRESENTATIVE TO ATTEND GENERAL MEETINGS

“RESOLVED THAT pursuant to the provisions of Section 113 of the Companies Act, 2013, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Mr/Mrs.(Representative Name), be and is hereby authorized to act as representative of the Company and the above mentioned Representative shall nominate any person to attend in respect of all items of business at all General Meetings of GARUDA AEROSPACE LIMITED or any adjournment thereof as an authorized representative of the Company.”