



AVRO INDIA LIMITED

CIN: L25200UP1996PLC101013

Regd. Office: A-7/36-39, South of G.T Road Industrial Area, Electrosteel Casting Compound, Ghaziabad-201009, Uttar Pradesh, Phone: 0120-4376091
Email: info@avrofurniture.com, Website: www.avrofurniture.com

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2025-26 EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF AVRO INDIA LIMITED ("COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS ("VC/OAVM") ON WEDNESDAY, THE 04TH DAY OF FEBRUARY, 2026 AT 01:00 PM TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

- 1. To Appoint Mrs. Nimisha Rohit Agarwal (DIN: 11442309) as a Woman Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Nimisha Rohit Agarwal (DIN: 11442309) who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from January 02, 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, read with rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations as amended and is eligible for appointment under the provisions of the Act, read with the rules made thereunder and applicable provisions of SEBI Listing Regulations, and in respect of whom the Company has received notice in writing under Section 160 of the Act proposing her candidature for the office of an Independent Director, be and is hereby appointed as a Woman Independent Director to hold office for a period of five consecutive years from January 02, 2026 to January 01, 2031 and not liable to be retire by rotation.

RESOLVED FURTHER THAT Mr. Sushil Kumar Aggarwal (DIN: 00248707), Chairman & Whole Time Director, Mr. Sahil Aggarwal (DIN: 02515025), Managing Director and Company Secretary of the Company be and are hereby severally authorized to all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to the above resolution, including completing necessary filings with relevant regulatory authorities regarding such appointment."

2. TO INCREASE THE REMUNERATION OF MR. SUSHIL KUMAR AGGARWAL (DIN: 00248707), CHAIRMAN & WHOLE TIME DIRECTOR FROM RUPEES ONE LAKH TO RUPEES ONE LAKH TWENTY-FIVE THOUSAND.

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

“RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule V and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Sushil Kumar Aggarwal, Chairman & Whole Time Director from Rs. 1,00,000 (Rupees One Lakh) to Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand) in excess of 5% of the net profit of the Company computed in the manner laid down in Section 198 of the Act till the tenure of his appointment and with a liberty to the Board of Directors (including Nomination and Remuneration committee) to alter and vary the terms and conditions of the remuneration as it may deem fit as may be acceptable to Mr. Sushil Kumar Aggarwal subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profit or its profit are inadequate, the remuneration payable to Mr. Sushil Kumar Aggarwal, Chairman & Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Schedule V of the Companies Act, 2013 and subject to approval of Central Government, if so required with a liberty to the Board including the Nomination and Remuneration Committee to decide the breakup of the remuneration from time to time in consultation with Mr. Sushil Kumar Aggarwal, Chairman & Whole Time Director.

RESOLVED FURTHER THAT Mr. Sahil Aggarwal (DIN: 02515025), Managing Director and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek further consent or approval of the members of the Company.”

3. TO INCREASE THE REMUNERATION OF MR. SAHIL AGGARWAL (DIN: 02515025), MANAGING DIRECTOR FROM RUPEES ONE LAKH TO RUPEES ONE LAKH TWENTY-FIVE THOUSAND.

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

“RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule V and the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Sahil Aggarwal, Managing Director from Rs. 1,00,000 (Rupees One Lakh) to Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand) in excess of 5% of the net profit of the Company computed in the manner laid down in Section 198 of the Act till the tenure of his appointment and with a liberty to the Board of Directors (including Nomination and Remuneration committee) to alter and vary the terms and conditions of the remuneration as it may deem fit as may be acceptable to Mr. Sahil Aggarwal subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profit or its profit are inadequate, the remuneration payable to Mr. Sahil Aggarwal, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Schedule V of the Companies Act, 2013 and subject to approval of Central Government, if so required with a liberty to the Board including the Nomination and Remuneration Committee to decide the breakup of the remuneration from time to time in consultation with Mr. Sahil Aggarwal, Managing Director.

RESOLVED FURTHER THAT Mr. Sushil Kumar Aggarwal (DIN: 00248707), Chairman & Whole Time Director and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek further consent or approval of the members of the Company."

4. TO INCREASE THE REMUNERATION OF MR. NIKHIL AGGARWAL (DIN: 03599964), WHOLE TIME DIRECTOR FROM RUPEES SEVENTY-FIVE THOUSAND TO ONE LAKH TWENTY-FIVE THOUSAND.

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

"RESOLVED THAT in accordance with the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder read with Schedule V and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase the remuneration of Mr. Nikhil Aggarwal, Whole Time Director from Rs. 75,000 (Rupees Seventy-Five Thousand) to Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand) in excess of 5% of the net profit of the Company computed in the manner laid down in Section 198 of the Act till the tenure of his appointment with a liberty to the Board of Directors (including committee) to alter and vary the terms and conditions of the remuneration as it may deem fit as may be acceptable to Mr. Nikhil Aggarwal subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT where in any financial year during his tenure, the Company has no profit or its profit are inadequate, the remuneration payable to Mr. Nikhil Aggarwal, Whole Time Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Schedule V of the Companies Act, 2013 and subject to approval of Central Government, if so required with a liberty to the Board including the Nomination and Remuneration Committee to decide the breakup of the remuneration from time to time in consultation with Mr. Nikhil Aggarwal, Whole Time Director.

RESOLVED FURTHER THAT Mr. Sushil Kumar Aggarwal (DIN: 00248707), Chairman & Whole Time Director, Mr. Sahil Aggarwal (DIN: 02515025), Managing Director, and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek further consent or approval of the members of the Company."

**For & On Behalf of the Board of Directors
AVRO INDIA LIMITED**

Sd/-

Sumit Bansal

(Company Secretary & Compliance Officer)

Membership No: A42433

Date: 02.01.2026

Place: Ghaziabad

Notes:

1. In terms of the General Circulars No.14/2020 April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 8, 2021; 21/2021 dated December 14, 2021; 2/2022 dated May 5, 2022; 10/2022 dated December 28, 2022; 9/2023 dated September 25, 2023; 09/2024 dated September 19, 2024 and General Circular No.03/2025 dated September 22, 2025 respectively issued by the Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable circulars issued by the Securities and Exchange Board of India ("SEBI") (hereinafter referred to as "SEBI Circulars"), Companies are permitted to conduct the Extra Ordinary General Meeting through Video Conferencing/Other Audio Visual Means ("VC/"OAVM") without the physical presence of members. Hence, in accordance with the MCA Circulars and SEBI Circulars, provisions of the Companies Act, 2013 ("the Act"), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), EGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue.

In accordance with Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with clarification/guidance on applicability of Secretarial Standards dated April 15, 2020 issued by ICSI, the proceedings of the EGM will be deemed to be conducted at the registered office of the Company which shall be deemed venue of the EGM.

2. The explanatory statement pursuant to Section 102 of the Act setting out the material facts concerning each item of the Special Business to be transacted at the EGM is annexed herewith and forms part of this Notice.
3. Brief details of directors seeking appointment, along with details of her other directorships, shareholding in the Company, nature of their expertise in specific functional area pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by ICSI forms part of this Notice and are annexed hereto as **Annexure-A**.
4. Pursuant to the provisions of the Act, a member who is 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 this 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 under Section 105 of the Act will not be available for the EGM and hence the proxy form and attendance slip are not annexed to this Notice.
5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Board Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAV and participate thereat and cast their vote through e-voting.
6. Pursuant to the provisions of Section 113 of the Act, representative of the Corporate members may be appointed for the purpose of voting through remote e-voting or for participation and voting at EGM through e-voting facility during the EGM. Institutional/Corporate Shareholders (other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body resolution/authorisation etc. authorizing its representative to attend the EGM through VC/OAVM facility on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through their registered email address to chaturvediandcompany@gmail.com with a copy marked to RTA at dematmasserv.com.
7. The attendance of the members participating in the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. All the documents referred in this Notice and the explanatory statement are available for inspection by the members at the registered office of the Company on all working days.

9. The notice of EGM will be sent to those members whose name appears in the register of Members received from depositories as on Friday, January 09, 2026.
10. The members can login and join the EGM 30 minutes prior to the scheduled time to start the EGM and the window for joining shall be kept open till the expiry of 15 minutes after the scheduled time to start the EGM. The facility for participation at the EGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the EGM without restriction of first-come-first served basis. Instructions and other information for members for attending the EGM through VC/OAVM are given in this notice.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. 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 aforesaid MCA and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) 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 venue voting on the date of the EGM will be provided by NSDL.
13. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at cs@avrofurniture.com. The same will be replied by the Company suitably. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the Cut-off date i.e. Wednesday, January 28, 2026.
15. Since EGM will be held through VC/OAVM facility, the route map is not annexed in this notice.
16. Members may note that the notice calling EGM along with the explanatory statement are available on the website of the Company at www.avrofurniture.com and on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com and on the website of National Securities Depository Limited

(NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and EGM through VC/OAVM).

17. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form.
18. Members holding shares in dematerialized form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail 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 Depository Participants.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, notice of the EGM is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent/Depository Participants. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the EGM and may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.
20. In case a person has become a member of the Company after dispatch of the EGM Notice, but on or before the cut-off date for e-voting i.e. Wednesday, January 28, 2026, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.
21. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
22. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.
23. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming EGM to the demat holders atleast two days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.
24. Relevant documents as referred to in the notice and explanatory statement are available on the website of the Company at www.avrofurniture.com for inspection by the members electronically without any fees up to the date of the EGM.
25. In case of joint holders attending the EGM, the members whose name appears as the first holder in the order of names as per the registrar of members of the Company will be entitled to vote.

26. The Board of Directors has appointed Mr. Lalit Chaturvedi (Membership No. F5961 & CP No. 13708), Practicing Company Secretary, proprietor of M/s Chaturvedi & Company, based at Noida as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the meeting in a fair and transparent manner and to submit report thereon.
27. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and e-voting system at the EGM, in the presence of at least two witness not in the employment of the Company and make not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
28. The results of remote e-voting and e-voting at the meeting shall be declared by the Chairman or the person authorized by him in writing not later than two working days of the conclusion of the EGM of the Company. The Results along with the report of the Scrutinizer shall be placed on the Company's website at www.avrofurniture.com immediately after the result is declared by the Chairman/Authorized person and simultaneously communicated to the Stock exchanges, where the equity shares of the company are listed.
29. The resolutions, if passed by the requisite majority, shall be deemed to be have been passed on the date of the EGM i.e. February 04, 2026.

30. Instructions for e-voting and joining the EGM are as follows:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the SEBI Listing Regulations, the Company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice Extra Ordinary General Meeting (EGM) through electronic voting system, to members holding shares as on Wednesday, January 28, 2026 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by NSDL or to vote at the e-EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, February 01, 2026 at 09:00 a.m. and ends on Tuesday, February 03, 2026 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, January 28, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, January 28, 2026.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as person who is not a member as on Cut-off date should treat this Notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your

	<p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cDSLindia.com/myeasi/home/login or www.cDSLindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cDSLindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cDSLindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.
How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chaturvediandcompanycs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@masserv.com or cs@avrofurniture.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@masserv.com or cs@avrofurniture.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode](#).

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the meeting through laptops for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@avrofurniture.com. The same will be replied by the company suitably.

**For & on behalf of the Board of Directors
Avro India Limited**

Sd/-

**Sumit Bansal
(Company Secretary and Compliance Officer)
M. No: A42433**

**Date: 02.01.2026
Place: Ghaziabad**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:**

ITEM NO.1

Based on the recommendations of Nomination and Remuneration Committee , the Board of Directors in its meeting held on January 02, 2026 appointed Mrs. Nimisha Rohit Agarwal (DIN: 11442309) as an Additional Director under the category of Independent Director w.e.f. from January 02, 2026, pursuant to provisions of Section 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company.

While considering her appointment, the Nomination and Remuneration Committee evaluated the balance of skills, experience, knowledge and made its affirmative recommendations to the Board for appointment her appointment as the Non-Executive Independent Director of the Company.

The Company has received a notice under Section 160(1) of the Companies Act from a member signifying his intention to propose the appointment of Mrs. Nimisha Rohit Agarwal as a Director of the Company. In the opinion of Board, she is a person of integrity and has also given a declaration under Section 149(7) of the Act that she meets the criteria for independence as specified under Section 149(6) of the Act and fulfil the conditions specified in the Act and the rules framed thereunder and regulation 16(1)(b) of the SEBI Listing Regulations for her appointment as an Independent Director and she is independent of the management. She holds valid registration certificate with the Databank of Independent Directors and has passed the online proficiency self-assessment test as per Companies (Appointment and Qualifications of Directors) Rules, 2014. As per Reg. 25(8) of SEBI Listing Regulations, Mrs. Nimisha Rohit Agarwal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Nimisha Rohit Agarwal has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any other such authority pursuant to circulars dated 20th June 2018 issued by BSE Limited and National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Director by listed companies. The Company has received intimation in DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and has received her consent in Form DIR-2 to act as Director.

Pursuant to Regulation 25(6) of SEBI Listing Regulations, an Independent Director who resigns from the Board of Directors of the listed Company shall be replaced by a new Independent Director by listed company at the earliest but not later than three months from the date of vacancy. Therefore, due to resignation of Mrs. Richa Kathuria (*formerly known as Mrs. Richa Kalra*), the Board of Directors in their meeting held on January 02, 2026 appointed Mrs. Nimisha Rohit Agarwal as an Additional (Independent) Director. Pursuant to Regulation 17(1C) of SEBI

Listing Regulations, 2015, the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As per Reg. 17(1E) of SEBI Listing Regulations, any vacancy in the office of a director shall be filed by the Company at the earliest and in any case not later than three months from the date of such vacancy. As per Reg. 25(2A) of SEBI Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed company shall be subject to the approval of shareholders by way of a special resolution.

Mrs. Nimisha Rohit Agarwal is a qualified Chartered Accountant and has a rich experience of finance, and different kinds of audits such as Statutory Audit, Internal Audit etc.

The Board considers that induction of Mrs. Nimisha Rohit Agarwal would benefit the Company and therefore, recommends obtaining approval of the members as a special resolution for appointment of Mrs. Nimisha Rohit Agarwal for a term of five years with effect from January 02, 2026 to January 01, 2031.

Details of her profile, qualification, experience and the information pursuant to regulation 36(3) of SEBI Listing Regulations and Secretarial Standards on General Meeting are disclosed herein as part of **Annexure-A**.

Mrs. Nimisha Rohit Agarwal is said to be concerned or interested in the proposed resolution as it relates to her own appointment. None of the Directors or Key Managerial Personnel or their relatives are, in anyway, concerned or interested, financially or otherwise in the said special resolution set out at Item No. 1 of this Notice.

The Board of Directors of the Company recommends the resolution set out at Item No.1 for consideration and approval of the members as a Special Resolution.

ITEM NO. 2

The members are informed that Mr. Sushil Kumar Aggarwal was reappointed as a Chairman & Whole Time Director of the Company for a period of five years w.e.f. March 21, 2023 at a remuneration of Rs. 1,00,000 (Rupees One Lakh) per month.

The members are further informed that his remuneration is within limits prescribed under the Section 197 of the Companies Act, 2013 ('the Act') read with Schedule VII of the Act.

The members are further informed that as per Section 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), fees payable to executive directors who are promoters or member of the promoter group, shall be subject to the approval of shareholders by special resolution in general meeting, if there is more than one director and the aggregate annual remuneration to such directors exceeds 5 (five) percent of the net profits of the Company. The members are further informed that remuneration paid to Sushil Kumar Aggarwal, Chairman & Whole Time Director along with other executive directors i.e. Mr. Sahil Aggarwal, Managing Director and Mr. Nikhil Aggarwal, Whole Time Director has exceeded 5% of net profit of the Company calculated as per Section 198 of the Companies Act, 2013.

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 02, 2026 approved the increase in remuneration of Mr. Sushil Kumar Aggarwal from Rs. 1,00,000 (Rupees One Lakh) per month to Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand) per month and as per SEBI Listing Regulations, the said remuneration is in excess of 5 (five) per cent of net profit of the Company which requires the approval of shareholders of the Company by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sushil Kumar Aggarwal, to whom the resolution relates, Mr. Sahil Aggarwal, Mr. Nikhil Aggarwal, Mrs. Anita Aggarwal and other promoter shareholders, being relatives of these persons are, in anyway, concerned or interested, financially or otherwise in the said special resolution set out at Item No. 2 of this Notice.

The Board recommends the resolution as set out at Item No. 2 of this notice to the members for their consideration and approval by way of a Special resolution.

ITEM NO.3

The members are informed that Mr. Sahil Aggarwal was reappointed as a Managing Director of the Company for a period of five years w.e.f. March 21, 2023 at a remuneration of Rs. 1,00,000 (Rupees One Lakh) per month.

The members are further informed that his remuneration is within limits prescribed under the Section 197 of the Companies Act, 2013 ('the Act') read with Schedule VII of the Act.

The members are further informed that as per Section 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), fees payable to executive directors who are promoters or member of the promoter group, shall be subject to the approval of shareholders by special resolution in general meeting, if there is more than one director and the aggregate annual remuneration to such directors exceeds 5 (five) percent of the net profits of the Company. The members are further informed that remuneration paid to Sahil Aggarwal, Managing Director along with other executive directors i.e. Mr. Sushil Kumar Aggarwal, Chairman & Whole Time Director and Mr. Nikhil Aggarwal, Whole Time Director has exceeded 5% of net profit of the Company calculated as per Section 198 of the Companies Act, 2013.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 02, 2026 approved the increase in remuneration of Mr. Sahil Aggarwal from Rs. 1,00,000 (Rupees One Lakh) per month to Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand) per month and as per SEBI Listing Regulations, the said remuneration is in excess of 5 (five) per cent of net profit of the Company which requires the approval of shareholders of the Company by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Sahil Aggarwal, to whom the resolution relates, Mr. Sushil Kumar Aggarwal, Mr. Nikhil Aggarwal, Mrs. Anita Aggarwal and other promoter shareholders, being relatives of these persons are, in anyway, concerned or interested, financially or otherwise in the said special resolution set out at Item No. 3 of this Notice.

The Board recommends the resolution as set out at Item No. 3 of this notice to the members for their consideration and approval by way of a Special resolution.

ITEM NO. 4

The members are informed that Mr. Nikhil Aggarwal was reappointed as a Whole Time Director of the Company for a period of five years w.e.f. April 14, 2022 at a remuneration of Rs. 75,000 (Rupees Seventy-Five Thousand) per month.

The members are further informed that his remuneration is within limits prescribed under the Section 197 of the Companies Act, 2013 ('the Act') read with Schedule VII of the Act.

The members are further informed that as per Section 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), fees payable to executive directors who are promoters or member of the promoter group, shall be subject to the approval of shareholders by special resolution in general meeting, if there is more than one director and the aggregate annual remuneration to such directors exceeds 5 (five) percent of the net profits of the Company. The members are further informed that remuneration paid to Nikhil Aggarwal, Whole Time Director along with other executive directors i.e. Mr. Sushil Kumar Aggarwal, Chairman & Whole Time Director and Mr. Sahil Aggarwal, Managing Director has exceeded 5% of net profit of the Company calculated as per Section 198 of the Companies Act, 2013.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 02, 2026 approved the increase in remuneration of Mr. Nikhil Aggarwal from Rs. 75,000 (Rupees Seventy-Five Thousand) per month to Rs. 1,25,000 (Rupees One Lakh Twenty-Five Thousand) per month and as per SEBI Listing Regulations, the said remuneration is in excess of 5 (five) per cent of net profit of the Company which requires the approval of shareholders of the Company by way of special resolution.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Nikhil Aggarwal, to whom the resolution relates, Mr. Sushil Kumar Aggarwal, Mr. Sahil Aggarwal, Mrs. Anita Aggarwal and other promoter shareholders, being relatives of these persons are, in anyway, concerned or interested, financially or otherwise in the said special resolution set out at Item No. 4 of this Notice.

The Board recommends the resolution as set out at Item No. 4 of this notice to the members for their consideration and approval by way of a Special resolution.

**For & On Behalf of the Board of Directors
AVRO INDIA LIMITED**

Sd/-

Sumit Bansal

**(Company Secretary & Compliance Officer)
Membership No: A42433**

Date: 02.01.2026

Place: Ghaziabad

ANNEXURE-A

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED
UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2**

Name of Director	Nimisha Rohit Agarwal
DIN	07187651
Age	39 Years
Date of Appointment	January 02, 2026
Brief Resume including qualification, experience	Mrs. Nimisha Rohit Agarwal has done B.Com(H) from Kirorimal College, Delhi University and MBA Finance (correspondence) from Symbiosis International University, Pune. She is also a qualified Chartered Accountant and registered valuer of financial securities. She is in practice for more than a decade.
Nature of expertise in specific functional areas	She has a rich experience of finance, statutory audits and internal audits.
No. of Equity Shares held	Nil
Relationship with directors and KMP's	She is not related to any of the Director and KMP's.
Remuneration last drawn by such person to till now	Not Applicable
No. of Meeting of the Board attended during the financial year (up to the date of this notice)	1 (One)
Terms and Conditions of Appointment	Mrs. Nimisha Rohit Agarwal has been appointed as an Additional Director under the category of Woman Independent Director w.e.f. January 02, 2026. Her appointment as a Woman Independent Director for a period of five years w.e.f. January 02, 2026 is subject to the approval of shareholders.
Directorships of other listed Companies	She is not a director of other listed companies.
Chairman / Member of the Committees of the Board of Directors of other listed company	She is not a chairman and member of committees of other listed companies.
Listed Companies from which the Director has resigned in the past three years	None
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Understanding of Corporate Governance, expertise in financial matters is required. Mrs. Nimisha Agarwal is a Chartered Accountant and has expertise in finance, audits and corporate governance. Her expertise in finance and corporate governance aligns with the Company's requirement.