



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2026-27 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 SATURDAY, THE 18TH DAY OF APRIL, 2026 AT 01:00 PM TO TRANSACT THE FOLLOWING BUSINESS:"

SPECIAL BUSINESS:

1. TO ADOPT THE NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY IN ACCORDANCE WITH COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of Companies Act, 2013, read with rules made thereunder (including any amendment, re-enactment or statutory modification thereof for the time being in force) and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and as approved by the Board, consent of the members be and are hereby accorded to adopt new set of Articles of Association as per Companies Act, 2013 in place of the existing Articles of Association.

RESOLEVD FURTHER THAT Mr. Sushil Kumar Aggarwal (DIN: 00248707), Chairman & Whole Time Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign the documents as may be required for and on behalf of the Company to give effect to the above resolution, including but not limited to filing of applicable e-form with Registrar of Companies and completing necessary filings with relevant regulatory authorities."

2. TO CONSIDER AND APPROVE THE SUB-DIVISION/SPLIT OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10/- PER EQUITY SHARE TO FACE VALUE OF RS. 1/- PER EQUITY SHARE.

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s), variation(s) or re-enactment thereof from time to time), and in accordance with the provisions of Memorandum and Articles of Association of the Company, recommendations of Audit Committee and Board and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, if any, consent of the members be and are hereby accorded that every existing 1 (One) equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up be sub-divided (stock split) into 10 (Ten) equity

AVRO INDIA LIMITED

1

Registered Office: A-7/36-39, South of G.T Road Industrial Area, Electrosteel Casting Compound, Ghaziabad-201009, Uttar Pradesh

Email: support@avrofurniture.com | Website: www.avrofurniture.com | Helpline No: 9910039125

CIN: L25200UP1996PLC101013

सज्जत कर्मी सतत एवरो कर्मी



shares of face value of Rs. 1/- (Rupees One only) each fully paid up and consequently the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided with effect from the record date as may be fixed for the purpose.

RESOLVED FURTHER THAT in consequence, the outstanding convertible warrants be adjusted proportionally and each warrant convertible into 1 equity share of Rs. 10 on or after record date shall represent 10 equity share of Rs. 1 maintaining the total economic entitlement.

RESOLVED FURTHER THAT pursuant to the sub-division (stock split) of the equity shares of the Company, Issued and Subscribed and Paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up existing on the Record date to be fixed by the Company shall stand subdivided (stock split) into 10 (Ten) equity shares of face value of Rs. 1/- (Rupees One only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari-passu in all respects with the then existing equity shares with effect from the record date.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the equity shares held in dematerialized form, the number of sub-divided equity shares be credited proportionately into the respective beneficiary demat accounts of the shareholders with their Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board of Directors of the company be authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above, and to settle all matters arising out of and/or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company including filing of documents with the Stock exchanges, filing of Corporate action documents with the Depositories, filing of documents with Registrar and Share Transfer Agent and/or any statutory authority(ies), filing of e-forms with Registrar of Companies, and generally to do all such acts, deeds, matters and things from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.”

3. TO CONSIDER AND APPROVE THE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY UPON SUB-DIVISION/STOCK SPLIT.

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

“RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and other applicable provisions, if any of the Companies Act, 2013 read with relevant rules framed thereunder and applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time), and

as recommended by the Board and subject to approval of sub-division of equity shares/Stock split by the members of the Company, consent of the members be and are hereby accorded to alter the Authorised Share Capital of the Company from existing Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 15,00,00,000 (Rupees Fifteen Crores) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs. 1/- (Rupees One) each.

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

“The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crores only) equity shares of Rs. 1/- (Rupees One only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, Mr. Sushil Kumar Aggarwal (DIN: 00248707), Chairman & Whole Time Director and Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and/or incidental thereto, and to execute all deeds, applications, documents, filing of documents with stock exchanges, filing of e-forms with Registrar of Companies and writings that may be required, on behalf of the Company and to do all such acts, deeds and matters and things from time to time, as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Board to any Director(s) or Company Secretary of the Company as may be required to give effect to the above resolution.”

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

**Sd/-
Sumit Bansal
(Company Secretary & Compliance Officer)
Membership No: A42433**

Date: 25.03.2026

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. 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.
4. 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.
5. 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.
6. 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.
7. The notice of EGM will be sent to those members whose name appears in the register of members received from depositories as on Friday, March 20, 2026.

8. The members can login and join the EGM thirty 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 Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility 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.
9. 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.
10. 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.
11. 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.
12. 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. Saturday, April 11, 2026.
13. Since EGM will be held through VC/OAVM facility, the route map is not annexed in this notice.
14. 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.nsd.com (the Authorised agency for providing voting through electronic means and EGM through VC/OAVM).

15. 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.
16. 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.
17. 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.
18. 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. Saturday, April 11, 2026, such person may obtain the User ID and Password from RTA by e-mail request on investor@masserv.com.
19. 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.
20. 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.
21. 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.
22. 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.
23. 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.

24. 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.
25. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting and shall make a consolidated Scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized by him in writing, who shall then countersign and declare the result of the voting forthwith.
26. 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.
27. The resolutions, if passed by the requisite majority, shall be deemed to be have been passed on the date of the EGM i.e. April 18, 2026.
28. 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 Saturday, April 11, 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 Wednesday, April 15, 2026 at 09:00 a.m. and ends on Friday, April 17, 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. Saturday, April 11, 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 Saturday, April 11, 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.	<p>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 re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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</p>

	<p>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 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	<p>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.</p> <p>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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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.</p>
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: 25.03.2026
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

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several clauses in the existing AOA are no longer in conformity with the Companies Act, 2013. Further, several articles of the existing AOA require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered to replace the existing AOA by a new set of Articles.

The articles contained in Table ‘F’ of the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the articles. The copy of draft Articles of Association of the Company will be available online for inspection by the members till the date of EGM.

The Board of Directors of your Company recommends the resolution set forth at Item No. 1 of the notice for approval of the members by way of a special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the notice, except to the extent of their shareholding in the Company, if any.

ITEM NO.2 & 3

With a view to encourage the wider participation of retail investors by making it more affordable for them and to enhance the liquidity of equity shares of the Company in the stock market, the Board of Directors of the Company at their meeting held on March 25, 2026, approved the sub-division/split of equity shares of the Company from the face value of Rs. 10/- per equity share to face value of Rs. 1/- per equity share pursuant to the provisions of Section 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied rules framed thereunder and SEBI (Listing Obligations and Disclosure) Requirements Regulations, 2015 and Articles of Association and the same is subject to the approval of the members and such other approvals as may be required.

The Company shall obtain necessary approval from SEBI, Stock exchanges and other regulatory as may be required and shall fix record date for the aforesaid sub-division of equity by the Board after the approval of the shareholders is obtained for the proposed sub-division.

Presently, the authorized share capital of the Company is 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- each and the issued, subscribed and paid-up share capital of the Company is Rs. 13,31,10,500 (Rupees Thirteen Crores Thirty-One Lakhs Ten Thousand and Five Hundred) divided into 1,33,11,050 (One Crore Thirty-Three Lakhs Eleven Thousand and Fifty) equity shares of Rs. 10/- each.

Pursuant to Sub-division/Stock split, the Issued, Subscribed and Paid-up Capital of your Company will be Rs. 13,31,10,500 (Rupees Thirteen Crores Thirty-One Lakh Ten Thousand and Five Hundred) divided into 13,31,10,500 (Thirteen Crores Thirty-One Lakh Ten Thousand and Five Hundred) equity shares of Rs. 1/- each.

Further, the sub-division of equity shares proposed under the Item No. 1 of this notice shall also require consequential amendment to the existing clause V of the Memorandum of Association ('MOA') of the Company as set out under Item no. 2 of this notice. The Board of Directors at their meeting held on March 25, 2026 approved the amendment to the existing clause V of MOA post approval of sub-division of equity shares subject to the approval of members.

The new Clause V is as follows:

V. The authorised share capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen Crores only) divided into 15,00,00,000 (Fifteen Crore) equity shares of Rs. 1/- each.

The proposed sub-division/split of equity shares of the Company will not result in any change in the total amount of authorized and paid-up share capital of the Company.

Accordingly, approval of members of the Company is sought for sub-division/split of the equity shares of the Company from face value of Rs. 10/- per equity share to face value of Rs. 1/- per equity share and also for alteration and substitution of Clause V of the Memorandum of Association of the Company to reflect the corresponding changes in the authorized share capital of the Company consequent to sub-division/split of face value of equity shares of the Company.

The draft copy of the Memorandum of Association along with proposed amendments will be available online for inspection till the date of EGM.

The Board of Directors of your Company recommends the resolution set forth at Item No. 2 and 3 of the notice for approval of the members by way of an ordinary resolution in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in anyway concerned or interested, financially or otherwise in the resolution set out at Item No. 2 and 3 of the notice, except to the extent of their shareholding in the Company, if any.

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

**Sd/-
Sumit Bansal
(Company Secretary & Compliance Officer)
Membership No: A42433**

**Date: 25.03.2026
Place: Ghaziabad**