



## **NOTICE**

Notice is hereby given that an 03/2025-26 Extraordinary General Meeting of Avana Electrosystems Limited, will be held on Friday, 12th December 2025, AT 11:00 A.M. at the registered office of the Company situated at No. 8, Plot No.35, 1st Main Road, 2nd Phase Peenya Industrial Area, Nelagadaranahalli Village, Peenya Small Industries, Bangalore - 560058 at shorter notice to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. ALTERATION IN THE ISSUE STRUCTURE**

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

**“RESOLVED THAT** pursuant to the provisions of Section 23, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, statutory modifications or re-enactments thereof, for the time being in force) (collectively referred to as the “Companies Act, 2013”), and in accordance with the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, and any other applicable rules and regulations, notifications, guidelines, policies, circulars and directions issued by the Government of India (“GoI”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry, and other competent statutory or regulatory authorities (collectively, “Applicable Laws”), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules and regulations of the **NSE EMERGE** where the equity shares of the Company of face value ₹10/- each (“Equity Shares”) are proposed to be listed (“Stock Exchange”), and subject to such approvals, consents, permissions and sanctions as may be necessary from any regulatory and other appropriate authorities, the consent and approval of the shareholders be and is hereby accorded to supersede the resolution passed by the Extra ordinary general meeting of shareholders on **September 03, 2025**, and approve the initial public offering of up to 59,70,000 Equity Shares pursuant to a fresh issue of up to 51,76,000 Equity Shares (the “**Fresh Issue**”) and an offer for sale of up to 7,94,000 Equity Shares by certain existing shareholders of the Company (the “Offer for Sale” and such shareholders, the “Selling



Shareholder(s)"; together with the Fresh Issue, the "Offer" or "IPO") for cash at such price as may be determined in accordance with the book building process as prescribed under the SEBI ICDR Regulations, and as agreed to by the Company in consultation with the book running lead manager to the IPO ("IAPL"), and on such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee duly authorized by the Board to exercise its powers, including the powers conferred by this resolution), and to offer and allot/transmit the Equity Shares to such categories of investors as permitted under Applicable Laws."

**"RESOLVED FURTHER THAT** the shareholders hereby take note of and accord their consent to the invitation extended by the Board to the existing promoter shareholders of the Company to participate in the Offer by offering such number of Equity Shares held by them which are eligible under the SEBI ICDR Regulations, as may be determined in consultation with the IAPL(s), and subject to necessary approvals, permissions and sanctions as may be required under Applicable Laws, and at a price determined through the book building process in accordance with the SEBI Regulations and other Applicable Laws, to such category of investors and in such manner as the Board may deem fit in consultation with the IAPL(s), underwriters, stabilizing agent, advisors or other persons appointed in connection with the Offer."

**"RESOLVED FURTHER THAT** the shareholders hereby consent and authorize any of the directors, jointly and severally, to undertake suitable amendments to the Offer Agreement and the Agreement with the Registrar to the Offer pursuant to the revision in the number of equity shares being issued in the Offer."

**"RESOLVED FURTHER THAT** the shareholders hereby authorize the Board, either by itself or through any committee or sub-committee thereof, to do all such acts, deeds, matters and things, including but not limited to determining the final terms of the Offer, filing necessary forms and documents, making applications for regulatory approvals, issuing and signing the offer documents, executing agreements with intermediaries, and taking such steps as may be required or necessary to give effect to this resolution, in its absolute discretion, as it deems fit and in the best interests of the Company."

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and/or transferred in the IPO shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall





# Avana Electrosystems Limited.

(An ISO 9001-2015 Company)

rank pari passu in all respects with the existing Equity Shares of the Company, including the right to receive dividends declared, if any, for the full financial year in which such Equity Shares are allotted."

**"RESOLVED FURTHER THAT,** any of the directors, be and are hereby authorized jointly and severally to file necessary forms with the Registrar of Companies and any other relevant authorities, and to execute and sign all documents including consent letters, powers of attorney, agreements, certificates and such other documents as may be necessary or required to give effect to the above resolutions."

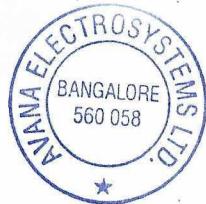
**"RESOLVED FURTHER THAT,** certified true copies of the aforesaid resolutions be issued to any concerned person(s) under the signature of any Director or the Company Secretary of the Company."

The resolution was hereby approved and adopted as part of the minutes of this meeting.

### For Avana Electrosystems Private Limited

Date: 09/12//2025  
Place: Bangalore

  
Kondahalli Nagaraj Sreenath  
Director  
DIN: 03099421  
Address: No.676 Dhikshitharagalli,  
Magdi Taluk Magadi Town  
Ramanagar - 562120



**Note:**

1. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
2. The instrument(s) appointing the proxy, if any, should be delivered at the registered office of the Company, not less than 48 (forty-eight) hours before the commencement of the meeting. The instrument of proxy if received in default of above shall be treated as invalid. Proxies shall not have any right to speak at the meeting. Proxy form is enclosed.
3. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
4. All documents referred to in the notice and explanatory statement are open for inspection by the members at the registered office of the Company on all working days during business hours upto the date of the EGM or any adjournment thereof.
5. Statement of material facts pursuant to section 102 of the Companies Act, 2013 in respect of special business to be transacted at the general meeting is attached herewith.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**
**Item No. 1: ALTERATION IN THE ISSUE STRUCTURE**

The Members of the Company in their meeting held on 3<sup>rd</sup> September 2025 approved to offer, allot and/or transfer Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company (the "Equity Shares") in the following manner:

Sl.no	Kind of Securities offered	Total Shares	Fresh Issue	Offer for Sale by existing shareholders of our Company
1.	Equity Shares	60,90,000 Equity Shares	50,90,000 Equity Shares	10,00,000 Equity Shares

Subsequently, the Board of Directors, at its meeting held on **9th December 2025**, in consultation with the **Securities and Exchange Board of India (SEBI)**, has proposed to revise the offer, allotment and/or transfer of Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company ("Equity Shares") as under:

Sl.no	Kind of Securities offered	Total Shares	Fresh Issue	Offer for Sale by existing shareholders of our Company
1.	Equity Shares	59,70,000 Equity Shares	51,76,000 Equity Shares	7,94,000 Equity Shares

Accordingly, the approval of Members is sought for the proposed offer and for authorize the Board (including any Committee thereof) to take all necessary actions in this regard.

The Board recommends passing of the accompanying resolution as a **Special Resolution**.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested in the resolution, financially or otherwise, except to the extent of their respective shareholding in the Company.

**For Avana Electrosystems Private Limited**

  
**Kondahalli Nagaraj Sreenath**  
 Director  
 DIN: 03099421  
 Address: No.676 Dhikshitharagalli,  
 Magdi Taluk Magadi Town  
 Ramanagar - 562120



**Date:** 09/12/2025  
**Place:** Bangalore



## FORM NO. MGT - 11

### PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U31400KA2010PLC054508

Name of the Company: Avana Electrosystems Limited

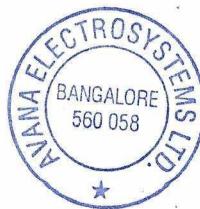
Registered Office: No. 8, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadarannahalli Village, Bangalore, Karnataka, India - 560058

Name of the Members	
Registered address	
E-mail ID	
Folio No. /DP ID & Client ID*	

\*Applicable in case shares are held in electronic form.

I/We, being the holder(s) of \_\_\_\_\_ shares of Avana Electrosystems Limited, hereby appoint:

Name of the Members	
Address	
E-mail ID	



No. 08, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Indl. Area, Bangalore-560 058.

Ph/Fax : 080- 41233386 E-mail : [accounts@avanaelectrosystems.com](mailto:accounts@avanaelectrosystems.com), [finance@avanaelectrosystems.com](mailto:finance@avanaelectrosystems.com)

Website : [www.avanaelectrosystems.com](http://www.avanaelectrosystems.com) GSTIN : 29AAICA6451A1ZV CIN No.: U31400KA2010PLC054508



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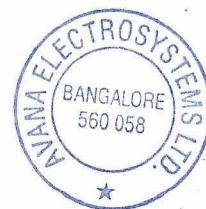
	Signature: _____
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or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____

or failing him/her

<b>Name of the Members</b>	
<b>Address</b>	
<b>E-mail ID</b>	
	Signature: _____





# Avana Electrosystems Limited.

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as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on **Friday, 12th December 2025 at 11.00 A.M IST, at No. 8, No. 8, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadarannahalli Village, Bangalore, Karnataka, India - 560058** and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For	Against
<b>Ordinary Business.</b>			
1	Alteration In the issue structure		

Signed this \_\_\_\_ day of \_\_\_\_ 2025

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

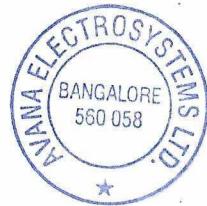
Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of third proxy holder



**Note:**

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.
2. Please put a 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxyholder shall prove his identity at the time of attending the meeting.





## ATTENDANCE SLIP

Extra-ordinaryGeneral Meeting of the Company of F.Y. 2024-25 to be held on **Friday, 12th December 2025 at 11.00 A.M IST, at No. 8, No. 8, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadarannahalli Village, Bangalore, Karnataka, India – 560058:**

Folio No. / DP ID & Client ID*	
No. of shares held	

Applicable in case shares are held in electronic form.

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the Extra-OrdinaryGeneral Meeting of the Company to be held **on Friday, 12th December 2025 at 11.00 A.M IST, at No. 8, No. 8, Plot No. 35, 1st Main Road, 2nd Phase, Peenya Industrial Area, Nelagadarannahalli Village, Bangalore, Karnataka, India – 560058.**

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Member's / Authorized Representative

Note: Please fill in the attendance slip and hand it over at the entrance of the meeting hall. Joint member(s) may obtain additional attendance slip at the venue of the meeting.

