ROADWAYS INDIA LIMITED

CIN-L63090DL1987PLC319212

Regd. Office: -Plot no.53-A/8 RAMA ROAD, INDUSTRIAL AREA, WEST DELHI, NEW DELHI-110015

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Company will be held on Wednesday 30thSeptember 2026 at 01:30 P.M at the Registered office, 53-A/8, Rama Road, Industrial Area, Delhi to transact the following businesses: -

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended31st March, 2026 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Anita Goyal (DIN: 00271295), who retires by rotation and, being eligible, offers herself for re-appointment.
   "RESOLVED THAT pursuant the provisions of Section 152(6) and 152(7) of the Companies Act, 2013, Mrs. Anita Goyal (DIN: 00271295) who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS

3. Re-appointment of Mr. Kapish Agarwal (DIN: 09221360) as Independent Director of the Company
   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 Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17, Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the re-appointment of Mr. Kapish Agarwal (DIN: 09221360) as an Independent Director of the Company designated as Fulltime Chairman of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from 30th June 2026 and ending on 29th June 2031, be and is hereby approved by the Members of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

4. APPOINTMENT OF M/S D DIXIT & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS NO. 7218, CP NO.7871) AS SECRETARIAL AUDITORS OF THE COMPANY.
   To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, D Dixit & Associates, a peer reviewed Practicing Company Secretaries Firm (FCS No. 7218, CP No. 7871, PR-1823/2022), be and is hereby appointed as the Secretarial Auditors of the Company to conduct Secretarial Audit and issue the Secretarial Audit Report for a term of five (5) consecutive Financial Years, i.e from the Financial Year 2026-27 till the Financial Year 2030-31, at a remuneration as may be approved by the Audit Committee and/or Board of Directors of the Company from time to time.
   "RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By the order of the Board

Sd/-
Deeksha Bajaj
Company Secretary & Chief Compliance Officer
Date: September 03, 2026
Place: Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY**. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty Members holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a Proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited, either in person or through post, at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. Corporate member intending to send their authorized representative to attend and vote at the meeting are requested to send a certified true copy of the Board Resolution authorizing them in this behalf.
3. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Reports, Notices, Circulars, etc. from the Company, electronically.
4. **Members holding shares in physical mode:**

   (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company/RTA, if not registered with the Company as mandated by SEBI.

   (b) are advised to register the nomination in respect of their shareholding in the Company.
5. **Members holding shares in electronic mode:**

   (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts

   (b) are advised to contact their respective DPs for registering the nomination.
6. **Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized from w.e.f. April 1, 2019. Accordingly, the Company/Registrar has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation**.
7. Details required under Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) in respect of the Director seeking appointment/re-appointment at the General Meeting is provided in the EGM notice.
8. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
9. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 4.00 PM up to the date of conclusion of General Meeting.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Board has appointed CS Debasis Dixit, Practicing Company Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Board has appointed CS Debasis Dixit, Practicing Company Secretary(Membership No. FCS: 7218; CP No: 7871), as the Scrutinizer to scrutinize the e-voting/ ballot process in a fair and transparent manner.

11. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 (forty eight) hours from the conclusion of the Meeting, make a scrutinizer’s report and submit the same to the Chairman. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website www.roadwaysindia.com.and on the website of CDSL and shall also be intimated to the Stock Exchanges where shares of the Company are listed.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and Section 108 of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of **Central Depository Services Limited (CDSL)** for the purpose of providing e-voting facility to all its members.

The e-Voting facility is available at the link www.evotingindia.com**.**

(i) The voting period begins on Sunday 27th September 2026 at 09:00 A.M. and ends on Tuesday, 29th September, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 23rd September, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv)In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to aforesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider 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.jsp 3) 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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.comor contact at 022-23058738 and 22-23058542-43.
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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporate@roadwaysindia.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 corporate@roadwaysindia.com/virenr@skylinerta.com(RTA email id).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Explanatory Statement as Required under section 102 of the Companies Act, 2013

ITEM NO- 3: Re-appointment of Mr. Kapish Agarwal (DIN: 09221360) as Independent Director of the Company

In terms of the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and Rules framed thereunder (the "Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended (the "SEBI Listing Regulations"), the Members of the Company, at the Thirty Fourth Annual General Meeting held on Tuesday, September 28, 2021 appointed Mr. **Kapish Agarwal (DIN: 09221360)** as a Non-executive, Independent Director of the Company designated as Fulltime Chairman of the Company for a period of 5 (five) consecutive years effective June 30, 2021 to June 29, 2026.

Accordingly, the Board of Directors at its meeting held on 26th May, 2026, and based upon the recommendation of the Nomination & Remuneration Committee and considering the expertise, experience and contribution made by Mr. **Kapish Agarwal (DIN: 09221360)** during his first term and based on his positive performance evaluation, approved his re-appointment as Non-Executive, Independent Director for a second term of 5 (five) consecutive years effective June 30, 2026 to June 29, 2031, subject to the approval of the members of the Company.

Mr. **Kapish Agarwal (DIN: 09221360)** has submitted the consent for his re-appointment as an Independent Director. Further, the Company has received declarations from him confirming that he continues to meet the criteria of Independence prescribed under sub-section (6) of Section 149 of the Act, Rules framed thereunder read with Schedule IV to the Act and the SEBI Listing Regulations.

As per the declaration received from him, Mr. **Kapish Agarwal (DIN: 09221360)** meets with the criteria of Independence, has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Also, he is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act. Further, in terms of the requirements of Section 160 of the Act, the Company has received a notice in writing recommending his candidature to be appointed as a Director.

The Nomination and Remuneration Committee had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the Committee recommended the candidature of Mr. **Kapish Agarwal (DIN: 09221360)**. In the opinion of the Board, Mr. Kapish fulfils the conditions for independence specified in the Act, the Rules made thereunder, the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

Nature of expertise of Mr. **Kapish Agarwal (DIN: 09221360)**, in specific areas are as follows:

(i) Leadership – Guiding as a leader, deep understanding of complex business processes, environment, risk management and ability to visualize and manage change.

(ii) Regulatory requirements - Knowledge and experience in regulatory requirements affecting the Company.

(iii) Visioning and Strategic Planning – Understanding sustainable and profitable growth strategies in the changing business environment. Ability to assess the strengths and weaknesses of the Company and advise on strategies to gain competitive advantage.

(iv) Governance - Strategic thinking, decision making and protecting the interest of all stakeholders. Ability to identify key risks affecting the governance of the Company.

(v) Financial Management and Accounting - Expertise in understanding financial functions and deep knowledge of accounting, finance and treasury for the Company's financial health.

Brief profile of Mr. **Kapish Agarwal (DIN: 09221360)**, being proposed for re-appointment, is as under:

The Board noted that Mr. **Kapish Agarwal (DIN: 09221360)** skills, background and experience are aligned to the role and capabilities identified by the Committee and that he is eligible for re-appointment as an Independent Director. The Board was satisfied that the re-appointment of Mr. **Kapish Agarwal (DIN: 09221360)** is justified and would immensely benefit the Company.

Further, Mr. **Kapish Agarwal (DIN: 09221360)** has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

A copy of the draft letter for the appointment of Mr. **Kapish Agarwal (DIN: 09221360)** as an Independent Director is available for inspection on the website of the Company from the date of dispatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Mr. **Kapish Agarwal (DIN: 09221360)** and other relevant information as required under Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India are provided as Annexure.

Except **Mr. Kapish Agarwal** being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in passing of the resolution set out in Item No. 3 of this Notice. Further, the relatives of Mr. Kapish are also deemed to be interested in this resolution, to the extent of their shareholding in the Company, if any.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of Members

ITEM NO- 4: APPOINTMENT OF M/S D DIXIT & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS NO. 7218, CP NO. 7871) AS SECRETARIAL AUDITORS OF THE COMPANY.

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations and provisions of Section 204 of the Act and rules made thereunder, the Company can appoint an individual as Secretarial Auditor for not more than one term of five consecutive years and such appointment shall be subject to approval of the shareholders.

Pursuant to the recommendation of the Audit Committee, the Board at its meeting held on August 14th, 2026 approved and recommended to the Members the appointment of M/s D Dixit & Associates, Practicing Company Secretary (FCS NO. 7218, CP NO. 7871) & Peer Review Certificate No.: PR-1823/2022 as the Secretarial Auditor of the Company for a term of 5 (five) consecutive years, to hold office from the conclusion of the 39thAGM till the conclusion of 43rdAGM of the Company to be held in the calendar year 2031 (audit period covering the financial years from 2026-27 to 2030-31).

In terms of Regulation 36(5) of SEBI Listing Regulations, additional information is being disclosed for the perusal of the Members. The aforesaid appointment has been recommended based on consideration of various factors such as Firm's industry experience, evaluation of past performance, skills and expertise, and quality of audit and based on the fulfilment of eligibility criteria and qualifications prescribed under the Act and rules made thereunder and the SEBI Listing Regulations.

Brief Profile of Secretarial Auditor:

Mr. Debasis Dixit is a seasoned corporate professional and a Fellow Member of the Institute of Company Secretaries of India (FCS) with more than 23 years of in-depth experience in the areas of Company Law, Corporate Laws, Internal Audit, and Secretarial Audit. With a solid academic foundation in B.Sc and LLB, Mr. Debasis Dixit has built a reputation for providing expert legal and corporate advisory services to businesses across industries. He has a proven track record of successfully navigating complex regulatory frameworks and legal challenges, ensuring that companies remain compliant with relevant laws while achieving their strategic business objectives. Mr. Debasis Dixit experience and expertise also extend to supporting new ventures and startups, providing tailored legal and compliance support during their growth phase, as well as offering strategic advice to established companies looking to streamline their operations or navigate legal complexities.

Further, the remuneration payable for the Secretarial Audit for the Financial Year 2026-27 and applicable taxes and reimbursement of out-of pocket expenses, as approved by the Board of Directors.

The firm has provided their written consent to act as Secretarial Auditor of the Company and confirmed that the said appointment, if made would be within the prescribed limits under the Act and rules made thereunder and the SEBI Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditor in terms of the applicable provisions.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out in Item No. 4.

The Board recommends the resolution in relation to appointment of Secretarial Auditor set out in Item No. 4 for approval of the Members as an Ordinary Resolution.

ANNEXURE TO THE NOTICE BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT ANNUAL GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	**Anita Goyal**
Designation	Director
DIN	00271295
Date Of Birth	01.06.1967
Date of Appointment on the Board	30.03.2015
Experience & Expertise	24 years of experience in logistics business.
Directorship held in Other Companies	NIL
Memberships/ Chairmanships of Committees across Companies	Chairperson of SRC committee and Member of Audit Committee and NRC committee.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mother of Managing Director – Mr. Amit Goyal
Shareholding	In Her own Name-359100(10.2%)
Remuneration	NIL
Conditions of Appointment/Re-appointment	To be re-appointed as Non-Executive Promoter Director and is liable to be retire by rotation
Number of Board meetings attended during the Year	10
Name of listed entities from which the Director has resigned in the past three years	NIL

Name of the Director	**KAPISH AGARWAL**
Designation	Independent Director/ Full time Chairman
DIN	09221360
Date Of Birth	13.03.1988
Date of Appointment on the Board	30.06.2021
Experience & Expertise	15 years' experience in consulting, operations. His expertise is in process excellence, business consulting, program management and operations.
Directorship held in Other Companies	NIL
Memberships/ Chairmanships of Committees across Companies	Chairperson Of NRC Committee and Audit Committee .
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Independent Director – No relationship with management.
Shareholding	NIL
Remuneration	NIL
Conditions of Appointment/Re-appointment	To be re-appointed as Independent Director for Second Term for 5 consecutive Years.
Number of Board meetings attended during the Year	10
Name of listed entities from which the Director has resigned in the past three years	NIL

ATTENDANCE SLIP
(To be handed over at the entrance of the meeting hall)

Full Name of the Member Attending
Member’s Folio No/ Client ID: and DP ID:
No. of shares held:

Name of Proxy (To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 39th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2026 at 1:30 A.M at its registered office, at Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015

....
Member’s / Proxy’s Signature

ELECTRONIC VOTING PARTICULARS

EVEN (E-VOTING EVENT NO)	USER ID	PASSWORD / PIN

FORM NO MGT-11(PROXY FORM)

[Pursuant to Section 105(69) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _

Registered Address: _____

E-mail Id :_______
Folio No./Client Id*: _____

I, being the member of ___shares of the above named Company, hereby appoint: Name: _______________Address: ________

E-mail Id: _______Signature : ______

as my/our proxy to attend and vote (on poll) for me and on my behalf at the 39th Annual General Meeting of the Company to be held on Wednesday, September 30, 2026 at 01.30 P.M. at Registered Office of the company at Plot No. 53-A/8, Rama Road Industrial Area, New Delhi-110015 and/or at any adjournment thereof in respect of such resolution as are indicated below: I wish my above proxy to vote in the manner as indicated in the box below:

S.No.	Description	For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March,2026		
2.	To appoint a Director in place of Mrs. Anita Goyal (DIN:00271295), who retires by rotation and, being eligible, offers herself for re-appointment.		
3.	Re-appointment of Mr. Kapish Agarwal (DIN: 09221360) as Independent Director of the Company.		
4.	Appointment of M/s D Dixit & Associates, Practicing Company Secretary (FCS no. 7218, CP no. 7871) as Secretarial Auditor of the company		

Signed this 30th day of September , 2026

Affix Re. 1/- revenue stamp

(Signature of the Shareholder)

(Signature of the Proxy holder (s))

Route Map to the venue of 39th Annual General Meeting