Notice of Extra-Ordinary General Meeting of the Members November 03, 2025

Aequs Limited
(Formerly known as Aequs Private Limited)

AEQUS LIMITED

(Formerly known as Aequs Private Limited)

Registered office: Aequs Tower, No.55, Whitefield Main Road, Mahadevapura Post, Bengaluru – 560048

CIN: U80302KA2000PLC026760

T: + 91 080 61348000 Website: www.aequs.com, E-mail: company.secretary@aequs.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **Aequs Limited** (Formerly known as Aequs Private Limited) (the 'Company') is scheduled to be held on Monday, Third (03rd) day of November 2025, at a shorter notice at the Corporate Office of the Company situated at Aequs SEZ, No. 437/A, Hattargi Village, Hukkeri Taluk, Belagavi - 591243, Karnataka, India, at 14:00 HRS IST to transact the following business:

SPECIAL BUSINESS

1. TO ISSUE, OFFER AND ALLOT UP TO 11,615,713 (ELEVEN MILLION SIX HUNDRED FIFTEEN THOUSAND SEVEN HUNDRED THIRTEEN) EQUITY SHARES ON PRIVATE PLACEMENT/ PREFERENTIAL ALLOTMENT BASIS

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 the Section 23, 42, 62 & 179(3)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014; (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Foreign Exchange Management Act, 1999 ("FEMA") and the rules framed thereunder read with Foreign Direct Investment Policy of India ("FDI Policy"), RBI guidelines issued from time to time and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules, regulations/ guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such terms, conditions and modifications as may be considered necessary by the Board of Directors, approval of members of the Company be and is hereby accorded to create, issue, offer and allot up to 11,615,713 (Eleven Million Six Hundred Fifteen Thousand Seven Hundred Thirteen) Equity Shares ("Equity Shares") of INR 10/- (Indian Rupees Ten only) each, at an issue price of INR 123.97/- (Indian Rupees One Hundred Twenty Three and Paisa Ninety Seven only) including premium of INR 113.97/- (Indian Rupees One Hundred Thirteen and Paisa Ninety Seven only) per Equity Share on private placement and preferential allotment basis to the following offerees, on such terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the members:

Sr. No.	Name of the Offeree	No. of Equity Shares to be offered	Amount to be raised (In INR)
1.	SBI Optimal Equity Fund- Long Term	2,984,593	369,999,994.21
2.	SBI Emergent India Fund	5,081,874	629,999,919.78
3.	DSP India Fund - India Long / Short Strategy Fund with Cash Management Option	3,226,587	399,999,990.39
4.	Think India Opportunities Master Fund LP	322,659	40,000,036.23
Total		**11,615,713**	**1,439,999,940.61**

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari*-passu with the same class of Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT draft Private Placement offer cum application letter along with other documents and relevant annexures and the application form annexed thereto, which have been placed before the Meeting be and is hereby approved and the Board of Directors of the Company be and are hereby severally authorized to sign the offer cum application letter and the Board of Directors, Chief Financial Officer, Company Secretary and Mr. Sambhram Pise, Deputy General Manager (Legal) of the Company be and are hereby severally authorized to circulate the offer cum application letter, prepared pursuant to Section 42 of the Companies Act, 2013 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, to the above-mentioned offerees.

RESOLVED FURTHER THAT the names of offerees be recorded in accordance with the provisions of Section 42 of the Companies Act, 2013 and a complete record of the said offer be maintained in form PAS-5 as prescribed in Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT it is noted that the above resolutions are being passed in addition to the authority provided for the Company to raise capital by the Shareholders pursuant to a special resolution passed on May 13, 2025.

RESOLVED FURTHER THAT for the purpose of giving effect to the creation, offer, issue and allotment of the Equity Shares, the Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing documents for the issuance of the Equity Shares, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variations, alterations, additions and/or deletions to the foregoing conditions as may be required and filing of necessary forms with Registrar of Companies etc.

RESOLVED FURTHER THAT all actions taken by the Board, for the purpose of the creation, offer, issue and allotment of Equity Shares or in connection with any matter(s) referred to or contemplated in the foregoing resolution(s) be and are hereby approved and ratified.

RESOLVED FURTHER THAT the Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to sign, execute, file e-forms and all such deeds and documents and do undertake all such acts, deeds, matters and things as may be required for giving effect to the forgoing resolution and matters incidental thereto including issuing copies of this resolution as certified true copy to the concern authorities as may be required from time to time."

By the Order of the Board
For Aequs Limited

RAVI MALLIKARJUN HUGAR
Digitally signed by RAVI MALLIKARJUN HUGAR
Date: 2025.10.31 16:30:30 +05'30'

Ravi Hugar
Company Secretary & Compliance Officer
Membership Number: A20823
Date: October 31, 2025
Address: Aequs SEZ, No. 437/A,
Hattargi Village, Hukkeri Taluk,
Belagavi - 591243, Karnataka, India

NOTES:

1. As the meeting is being convened at shorter notice, we need your consent in this regard. You can provide your consent either by way of email or in the format attached herewith as **Annexure I**. Your consent for convening the meeting should reach us before the commencement of meeting.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING (ELIGIBLE TO VOTE ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective, the duly filled proxy forms must be deposited at the registered office of the Company before the commencement of the meeting. Proxy form is provided at the end of this notice as **Annexure-II**.

3. The authorization in favour of representatives attending the meeting on behalf of corporate members must be submitted to the Company before the commencement of the meeting.

4. Entry to the place of meeting will be regulated by an Attendance Slip which is annexed hereto as **Annexure III** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.

5. Relevant documents referred in the notice are available for inspection at the registered office of the Company and also at the venue of the meeting during the business hours (9 am to 6 pm) on any working day, including the day of meeting.

6. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed herewith.

7. A route map for reaching the venue of the meeting is provided at the end of this notice as **Annexure IV**.

8. Members who would like to change their email ID's or addresses as registered with the Company may do so by sending a communication to the email id of the Company company.secretary@aequs.com with details of their name, folio number, new email id and new address.

9. Members seeking physical copy of the notice can write to mail id of the Company company.secretary@aequs.com seeking the same.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Special Business:

Item no. 1

TO ISSUE, OFFER AND ALLOT UP TO 11,615,713 (ELEVEN MILLION SIX HUNDRED FIFTEEN THOUSAND SEVEN HUNDRED THIRTEEN) EQUITY SHARES ON PRIVATE PLACEMENT/ PREFERENTIAL ALLOTMENT BASIS

The shareholders may take note that pursuant to the resolution of the Board of Directors and shareholders of the Company passed at their meeting held on May 10, 2025, and May 13, 2025 respectively, it was approved to raise the capital through an initial public offering including Pre-IPO Placement of equity shares of the Company.

The shareholders may further take note that now under Pre-IPO Placement it is proposed to issue and offer 11,615,713 (Eleven Million Six Hundred Fifteen Thousand Seven Hundred Thirteen) equity shares on private placement/ preferential allotment basis, to the below mentioned Offerees, at an issue price of INR 123.97/- (Indian Rupees One Hundred Twenty Three and Paisa Ninety Seven only) including premium of INR 113.97/- (Indian Rupees One Hundred Thirteen and Paisa Ninety Seven only) per Equity Share amounting to INR 1,439,999,940.61/- (Indian Rupees One Billion Four Hundred Thirty Nine Thousand Nine Hundred Ninety Nine Thousand Nine Hundred Forty and Paisa Sixty One only).

Sr. No.	Name of the Offeree	No. of Equity Shares to be offered	Amount to be raised (In INR)
1.	SBI Optimal Equity Fund- Long Term	2,984,593	369,999,994.21
2.	SBI Emergent India Fund	5,081,874	629,999,919.78
3.	DSP India Fund - India Long / Short Strategy Fund with Cash Management Option	3,226,587	399,999,990.39
4.	Think India Opportunities Master Fund LP	322,659	40,000,036.23
Total		**11,615,713**	**1,439,999,940.61**

The shareholders may further take note that issue price of INR 123.97/- (Indian Rupees One Hundred Twenty-Three and Paisa Ninety-Seven only) has been determined based on the valuation report obtained by the Company from Mr. Gaurav Kumar Maheshwari, Registered Valuer under the Companies Act 2013 having Registration. No.: IBBI/RV/06/2022/15024.

Further in terms of Sections 42 and 62 of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (collectively "the Act") approval of the members by way of special resolution is required for issue of Equity Shares on Private Placement/Preferential Basis.

The Equity Shares when issued and allotted pursuant to the proposed resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects.

It is further proposed to authorize Board on behalf of the Company to take all such actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, without being required to seek any fresh approval of the Members.

Disclosures as required under Rule 14 of the Company (Prospectus and Allotment of Securities) Rules, 2014:

a. Particulars of the offer including date of passing of Board resolution

The issue of Equity Shares is being made to the SBI Optimal Equity Fund- Long Term, SBI Emergent India Fund, DSP India Fund - India Long / Short Strategy Fund with Cash Management Option and Think India Opportunities Master Fund LP, pursuant to the provisions of Sections 42 and 62 of the Companies Act 2013 as per the details provided hereinbelow.

The Board of Directors of the Company at their meeting held on October 30, 2025, have approved the issue of shares on Private Placement/ Preferential Allotment basis subject to approval of Members by way of special resolution as provided in the Companies Act, 2013.

b. Kinds of securities offered and the price at which security is being offered

11,615,713 (Eleven Million Six Hundred Fifteen Thousand Seven Hundred Thirteen) Equity shares of INR 10/- (Indian Rupees Ten only) each are being issued at INR 123.97/- (Indian Rupees One Hundred Twenty-Three and Paisa Ninety-Seven only) including premium of INR 113.97/- (Indian Rupees One Hundred and Thirteen and Paisa Ninety-Seven only) per Equity share.

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The price at which equity shares are being offered (if any, immediately after this approval) shall be arrived considering the valuation report obtained from CA Gaurav Kumar Maheshwari, Registered Valuer, bearing registration No. IBBI/RV/06/2022/15024, dated October 15, 2025.

d. Name and address of valuer who performed valuation

CA Gaurav Kumar Maheshwari, Registered Valuer, bearing registration No. IBBI/RV/06/2022/15024, having office at C 62, Bansi Nagar CHSL, Kulupwadi, Borivali (E) Mumbai 400066, Maharashtra, India.

e. Amount which the company intends to raise by way of such securities

In case offer is fully subscribed and paid up, the Company will raise an aggregate amount of INR 1,439,999,940.61/- (Indian Rupees One Billion Four Hundred Thirty-Nine Million Nine Hundred Ninety-Nine Thousand Nine Hundred Forty and Paisa Sixty-One only).

f. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities

The details of material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors are given hereinbelow. No assets charged as securities since the issue is of Equity Shares of the Company.

Disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

i. Objects of the issue

The amount being raised under this pre-IPO placement shall be utilized for the purpose of debt repayment, capex payment and for other general corporate purposes of the company.

ii. Total number of shares or other securities to be issued

Upto 11,615,713 (Eleven Million Six Hundred Fifteen Thousand Seven Hundred Thirteen) Equity shares of INR 10/- (Indian Rupees Ten only) each.

iii. Price or price band at/within which the allotment is proposed

The equity shares are proposed to be allotted at an issue price of INR 123.97/- (Indian Rupees One Hundred Twenty-Three and Paisa Ninety-Seven only) including premium of INR 113.97/- (Indian Rupees One Hundred Thirteen and Paisa Ninety-Seven only) per Equity Share.

iv. Basis on which the price has been arrived at along with report of the registered valuer

The issue price of INR 123.97/- (Indian Rupees One Hundred Twenty-Three and Paisa Ninety-Seven only) has been arrived at based on valuation report obtained from CA Gaurav Kumar Maheshwari, Registered Valuer, bearing registration No. IBBI/RV/06/2022/15024, dated October 15, 2025.

v. Relevant date with reference to which the price has been arrived at

Relevant date with reference to which the price has been arrived at is August 31, 2025.

vi. Class or classes of persons to whom the allotment is proposed to be made

Sl. No.	Name	Class
1.	SBI Optimal Equity Fund- Long Term	Alternative Investment Fund
2.	SBI Emergent India Fund	Alternative Investment Fund
3.	DSP India Fund - India Long / Short Strategy Fund with Cash Management Option	Foreign Portfolio Investor (Corporate)
4.	Think India Opportunities Master Fund LP	Body Corporate

vii. Intention of promoters, directors or key managerial personnel to subscribe to the offer

No Promoters, Directors, Key Managerial Personnel are intended to participate in the present offer

viii. Proposed time within which the allotment shall be completed

The allotment shall be completed within a period of twelve months from the date of passing of the special resolution.

ix. Names of the proposed allottees and the percentage of post preferential offer capital that may be held by them

Sr. No.	Name of the Offeree'	No of equity shares proposed to be allotted	Post issue % holding	Paid-up capital post Preferential Offer * (Amounts in INR)
1.	SBI Optimal Equity Fund- Long Term	2,984,593	0.48	6,166,176,770
2.	SBI Emergent India Fund	5,081,874	0.82	
3.	DSP India Fund - India Long / Short Strategy Fund with Cash Management Option	3,226,587	0.52	
4.	Think Investments Opportunities Master Fund LP	322,659	0.70	

*Assuming all Equity Shares proposed to be offered are fully subscribed and allotted

x. Change in control, if any, in the company that would occur consequent to the preferential offer

There will be no change in control in the Company consequent to the preferential offer.

xi. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

Sr. No.	Name of the Offerees'	No. of Securities allotted	Price including premium (INR)	Date of allotment
1.	Aequs Stock Option Plan Trust	3,000,000	74.64	8-July-2025
2.		3,000,000	74.64	14-July-2025

xii. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not applicable, since the allotment is made for cash consideration.

xiii. Pre issue and post issue shareholding pattern of the company in the following format

S. No.	Category	Pre-Issue		Post Issue*	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A.	**PROMOTERS HOLDING$^**				
1.	Indian				
	Individual	3,664,200	0.61	3,664,200	0.59
	Body Corporate	101,761,570	16.82	101,761,570	16.50
	SUB TOTAL	**105,425,770**	**17.43**	**105,425,770**	**17.10**
2.	Foreign Promoters	292,205,550	48.30	292,205,550	47.39
	SUB TOTAL A	**397,631,320**	**65.72**	**397,631,320**	**64.49**
B.	**Non-Promoters Holding**				
1.	Institutional Investors	64,313,501	10.63	75,929,214	12.31
2.	Non-Institution				
	Private Corporate Bodies	88,767,885	14.67	88,767,885	14.40
	Directors & Relatives	907,365	0.15	907,365	0.15
	Indian Public	11,004,152	1.82	11,004,152	1.78
	Others (including NRIs)	42,377,741	7.00	42,377,741	6.87
	SUB TOTAL B	**207,370,644**	**34.28**	**218,986,357**	**35.51**
	GRAND TOTAL	**605,001,964**	**100.00**	**616,617,677**	**100.00**

*Assuming all Equity Shares to be offered are subscribed and allotted.
$ Promoters are categorized as per the definition provided in Indian Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
^Promoters Holding includes Promoter Group holding

The Board of Directors at their meeting held on October 30, 2025 have approved and resolved to recommend the resolution for approval of the shareholders by way of Special Resolution in accordance with the provisions of Companies Act, 2013.

Relevant documents are available at the Registered Office as well as at the Corporate Office of the Company for inspection during the office hours till the conclusion of the Meeting and will also be placed at the meeting.

The additional information as per section 102(1) (a) and (b) is as follows:

a. The nature of concern or interest, financial or otherwise, if any:

i.	Every director and the manager, if any	: None
ii.	Every other key managerial personnel and senior management	: None
iii.	Relatives of the persons mentioned in sub-clauses (i) and (ii) above	: None

b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – As above.

By the Order of the Board
For Aequs Limited

RAVI MALLIKARJUN HUGAR

Digitally signed by RAVI MALLIKARJUN HUGAR
Date: 2025.10.31 16:30:59 +05'30'

Ravi Hugar
Company Secretary & Compliance Officer
Membership Number: A20823
Date: October 31, 2025
Address: Aequs SEZ, No. 437/A,
Hattargi Village, Hukkeri Taluk,
Belagavi - 591243, Karnataka, India

Annexure I

CONSENT OF SHAREHOLDER FOR SHORTER NOTICE
[Pursuant to Section 101(1) and any other section applicable to the Company]

To,
Aequs Limited
Aequs SEZ, No. 437/A, Hattargi Village,
Hukkeri Taluk, Belgaum - 591245, Karnataka

I/We, _____, holding _____ equity shares of INR 10/- each, amounting to _____ % of share capital in the Company in my/our own name hereby give consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting on Monday, Third (03rd) day of November 2025, at a shorter notice.

_____
Name:
Date:
Place:
Address:

Annexure II

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]

1.	CIN	U80302KA2000PLC026760
2.	Name of the Company	Aequs Limited (Formerly known as Aequs Private Limited)
3.	Registered office address	Aequs Tower, No.55, Whitefield Main Road, Mahadevapura Post, Bengaluru – 560048, Karnataka, India

1.	Name of the Member(s)	
2.	Registered Address	
3.	E-mail Id	
4.	Folio No/Client Id	
5.	DP ID	

I/We, being the member(s) of Aequs Limited holding ..... shares of the above-named Company, hereby appoint:

1. Name :
   Address :
   E-mail Id :
   Signature : or failing him/her

2. Name :
   Address :
   E-mail Id :
   Signature : or failing him/her

3. Name :
   Address :
   E-mail Id :
   Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, Third (03rd) day of November 2025 at the corporate office of the Company situated at Aequs SEZ, No. 437/A, Hattargi Village, Hukkeri Taluk, Belagavi - 591243, Karnataka, India at 14:00 HRS IST and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particular of Resolutions
1.	To issue, offer and allot up to 11,615,713 (Eleven Million Six Hundred Fifteen Thousand Seven Hundred Thirteen) equity shares on private placement/ preferential allotment basis

Signed this _____ day of _____ 2025

Signature of Member

Signature of Proxy holder(s)

Note:

i. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company *before the commencement of the Meeting.*

Annexure III

ATTENDANCE SLIP OF GENERAL MEETING OF THE COMPANY

Date of the meeting	
Type of the meeting *(i.e. Annual General Meeting or Extra-Ordinary General Meeting)*	
Full Name of the Member/ Authorized representative	
As an authorized representative of (If applicable)	
No. of shares held	
Name of Proxy (if any)	
Signature	

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Annexure IV

ROUTE MAP FOR THE VENUE OF THE MEETING

Venue: Aequs Limited
Aequs SEZ, No. 437/A, Hattargi Village, Hukkeri Taluk, Belagavi - 591243, Karnataka, India