

Date: 02nd March, 2026

To,
BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400 001

Scrip Code: 544409
ISIN: INE0TG901011

SUBJECT: SUBMISSION OF NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM) OF ASTONEA LABS LIMITED

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Extraordinary General Meeting of the Shareholders of the Company will be held on Friday, 27th March 2026, at 11:00 A.M. at the Corporate Office of the Company, situated at 63, Industrial Area, Phase-II, Industrial Estate, Panchkula, Haryana, 134113, India, to transact the business as mentioned in the notice of the meeting, attached herewith.

Kindly take the same in your records.

Thanking you.

Yours faithfully,
For **ASTONEA LABS LIMITED**

ANKIT KAPOOR
COMPANY SECRETARY & COMPLIANCE OFFICER
M.NO. A75702

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

**To
All the Members, Directors, and
Auditors of Astonea Labs Limited**

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Astonea Labs Limited (“the Company”) will be held on **Friday 27th March, 2026** at 11:00 A.M. at Corporate Office of the Company situated at 63, Industrial Area, Phase-2, Panchkula, Haryana, India, 134113 to consider and transact the following business:

SPECIAL BUSINESS**1. VARIATION IN THE TERMS OF THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO)**

*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 13(8) and Section 27 of the Companies Act, 2013, read with Rule 32 of the Companies (Incorporation) Rules, 2014 and Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws, regulations and guidelines (as amended from time to time), and subject to such approvals, consents, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded for variation in the terms of the objects of the Initial Public Offer (“IPO”) of the Company, as disclosed in the Prospectus, to the extent and in the manner set out below.

RESOLVED FURTHER THAT the Company had originally proposed to utilise the IPO proceeds for the objects specified in the Prospectus; and out of the unutilised proceeds amounting to ₹8,08,68,232/- (Rupees Eight Crore Eight Lakh Sixty Eight Thousand Two Hundred Thirty Two Only) as of date, an amount of ₹6,25,00,000/- (Rupees Six Crore Twenty Five Lakh Only) be and is hereby approved to be reallocated towards the proposed acquisition of equity shares of *M/s. Damaira Pharmaceuticals Private Limited*, resulting in a variation of 16.59% in the objects of the issue.

RESOLVED FURTHER THAT since the Prospectus did not include acquisition of equity shares or investment in any other company as one of the stated objects of the issue, the aforesaid reallocation of ₹6,25,00,000/- shall constitute a variation under Section 27 of the Companies Act, 2013; and except for the above variation to the extent of ₹6,25,00,000/- (16.59%), there is no change in the other objects of the IPO or the total issue size as disclosed in the Prospectus.

RESOLVED FURTHER THAT the Members have already accorded approval for the investment and acquisition of equity shares of *M/s. Damaira Pharmaceuticals Private Limited* at the Annual General Meeting held on 27th December, 2025.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, execute all necessary documents and take such steps as may be deemed necessary, expedient or desirable in this regard, including resolving any questions, difficulties or doubts that may arise in the course of implementation of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to any Committee of the Board or to any Director(s), officer(s) or authorised representative(s) of the Company, as may be deemed appropriate, to give effect to this resolution.”

2. RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2026.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

“**RESOLVED THAT** in consonance with and pursuant to the provisions of Section 148 of the Companies Act, 2013 (“the Act”), read in conjunction with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, and all other applicable provisions of the Act, including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and further in accordance with the recommendation tendered by the Audit Committee of the Company, the approval and ratification of the Members of the Company be and is hereby accorded for the remuneration of ₹ 50,000/- (Rupees Fifty Thousand only), together with applicable taxes and reimbursement of actual out-of-pocket expenses, if any, as sanctioned by the Board of Directors, payable to M/s. Balwinder & Associates, Cost Accountants (Firm Registration No. 000201), appointed as the Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof, be and is hereby authorised to take all such actions, execute all necessary documents, and do all acts as may be required, desirable, or expedient, to give effect to this resolution and to comply with all applicable statutory and regulatory requirements, without any further approval of the shareholders”

3. APPROVAL AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION 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** in accordance with the provisions of Sections 5, 14, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with the Companies (Incorporation) Rules, 2014, including any statutory amendments, modifications, or re-enactments thereof for the time being in force, and subject to obtaining such approvals, consents, sanctions, and permissions as may be required from the relevant authorities, the members of the Company hereby accord their consent to adopt a new set of Articles of Association of the Company, in substitution for, and to the complete exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board,” which term shall include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters, and things, and to take all such steps, as it may, in its absolute discretion, consider necessary, desirable, or expedient to give effect to this resolution, including, without limitation, filing the requisite forms with the Ministry of Corporate Affairs or submitting documents to any other authority, and to resolve any questions, difficulties, or doubts that may arise in relation thereto, without requiring any further approval of the members of the Company, which shall be deemed to have been expressly granted by virtue of this resolution.”

4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH ASTONEA ONE PRIVATE LIMITED FOR FY 2026-27

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any statutory modifications or re-enactments thereof for the time being in force, read with Schedule XII of the Regulations, 2015, all other applicable laws and regulations, and in accordance with the Company’s Policy on Related Party Transactions, the consent and approval of the Members of the Company be and is hereby accorded to enter into material related party transactions (whether individually, collectively, or as a series of transactions) with Astonea One Private Limited, a related party of the Company incorporated in India and engaged in the trading of pharmaceutical, cosmetic, and nutraceutical products, during the financial year 2026-27, for an aggregate value not exceeding ₹271,00,00,000 (Rupees Two Hundred Seventy-One Crores only), which represents approximately 277.90% of the Company’s last audited turnover, on such terms and conditions as may be determined by the Board of Directors or the Audit Committee from time to time, provided that all such transactions shall be carried out on an arm’s length basis, in the ordinary course of business, and in compliance with applicable accounting standards and disclosure requirements. The particulars and estimated values of the transactions are as follows:

S.No.	Particulars	Amount (in Crores)
1	188(1)(a) Sale, Purchase or Supply of any goods or materials	250.00
	• Sale / Supply of Goods / Materials	200.00
	• Purchase of Goods / Materials	50.00
2	188(1)(b) Selling or otherwise disposing of, or buying, property of any kind	1.00
	188(1)(c) Leasing of property of any kind	
3	188(1)(d) Availing or rendering of any services	15.00
	• Availing / Rendering of Services	5.00
	• Loan Advances / Loan Given	5.00
	• Loan Received / Borrowings	5.00
4	188(1)(e) Appointment of any agent for purchase or sale of goods, materials, services or property	5.00
	Total (1+2+3+4)	271.00

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee, excluding any Director or Key Managerial Personnel who is interested in such transactions, be and is hereby authorized to approve and finalize the specific terms, conditions, modalities, and quantum of each transaction, including but not limited to sale/supply of pharmaceuticals, cosmetics, and nutraceutical products; warehouse management services; inter-corporate loans (lending and borrowing); reimbursement of expenses; and miscellaneous/sundry services, with the estimated quarterly breakup as approved.

RESOLVED FURTHER THAT omnibus approval is hereby granted to enter into the aforesaid transactions during the financial year 2026-27 within the aforesaid limits, subject to the terms and conditions as approved by the Board or Audit Committee.

RESOLVED FURTHER THAT the Board or Audit Committee be and is hereby authorized to take all necessary actions, execute contracts, agreements, filings, applications, and other documents, and do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including settling any questions or difficulties arising therefrom, without requiring further approval from the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any powers conferred herein to any Director(s), Company Secretary, Chief Financial Officer, or any other officer(s) of the Company to implement this resolution effectively.”

5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH ASCOT BIOLABS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any statutory modifications or re-enactments thereof for the time being in force, read with Schedule XII of the Regulations, 2015, all other applicable laws and regulations, and in accordance with the Company’s Policy on Related Party Transactions, the consent and approval of the Members of the Company be and is hereby accorded to enter into material related party transactions (whether individually, collectively, or as a series of transactions) with **Ascot Biolabs Private Limited**, a related party of the Company incorporated in India and engaged in trading and services business, during the financial year 2026-27, for an aggregate value not exceeding ₹73,00,00,000 (Rupees Seventy-Three Crores only), which represents approximately 74.86% of the Company’s last audited turnover, on such terms and conditions as may be determined by the Board of Directors or the Audit Committee from time to time, provided that all such transactions shall be carried out on an arm’s length basis, in the ordinary course of business, and in compliance with applicable accounting standards and disclosure requirements.

The particulars and estimated values of the transactions are as follows:

S.No.	Particulars	Amount (in Crores)
1	188(1)(a) Sale, Purchase or Supply of any goods or materials	60.00
	• Sale / Supply of Goods / Materials	50.00
	• Purchase of Goods / Materials	10.00

2	188(1)(b) Selling or otherwise disposing of, or buying, property of any kind	1.00
	188(1)(c) Leasing of property of any kind	
3	188(1)(d) Availing or rendering of any services	11.00
	• Availing / Rendering of Services	1.00
	• Loan Advances / Loan Given	5.00
	• Loan Received / Borrowings	5.00
4	188(1)(e) Appointment of any agent for purchase or sale of goods, materials, services or property	1.00
	Total (1+2+3+4)	73.00

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee, excluding any Director or Key Managerial Personnel who is interested in such transactions, be and is hereby authorized to approve and finalize the specific terms, conditions, modalities, and quantum of each transaction, including but not limited to sale/supply of goods, warehouse management services, inter-corporate loans (lending and borrowing), reimbursement of expenses, and miscellaneous/sundry services, with the estimated quarterly breakup as approved.

RESOLVED FURTHER THAT omnibus approval is hereby granted to enter into the aforesaid transactions during the financial year 2026-27 within the aforesaid limits, subject to the terms and conditions as approved by the Board or Audit Committee.

RESOLVED FURTHER THAT the Board or Audit Committee be and is hereby authorized to take all necessary actions, execute contracts, agreements, filings, applications, and other documents, and do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including settling any questions or difficulties arising therefrom, without requiring further approval from the Member

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any powers conferred herein to any Director(s), Company Secretary, Chief Financial Officer, or any other officer(s) of the Company to implement this resolution effectively.

6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SHINTO ORGANICS (PROPRIETORSHIP) FOR THE FINANCIAL YEAR 2026-27.

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

RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including any statutory modifications or re-enactments thereof for the time being in force, read with Schedule XII of the Regulations, 2015, all other applicable laws and regulations, and in accordance with the Company’s Policy on Related Party Transactions, the consent and approval of the Members of the Company be and is hereby accorded to enter into material related party transactions (whether individually, collectively, or as a series of transactions) with **Shinto Organics**, a related party of the Company incorporated in India and engaged in trading and services business, during the financial year 2026-27, for an aggregate value not exceeding ₹27,00,00,000 (Rupees Twenty-Seven Crores only), which represents approximately 27.69 % of the Company’s last audited turnover, on such terms and conditions as may be determined by the Board of Directors or the Audit Committee from time to time, provided that all such

transactions shall be carried out on an arm's length basis, in the ordinary course of business, and in compliance with applicable accounting standards and disclosure requirements.

The particulars and estimated values of the transactions are as follows:

S.No.	Particulars	Amount (in Crores)
1	188(1)(a) Sale, Purchase or Supply of any goods or materials	10.00
	• Sale / Supply of Goods / Materials	5.00
	• Purchase of Goods / Materials	5.00
2	188(1)(b) Selling or otherwise disposing of, or buying, property of any kind	1.00
	188(1)(c) Leasing of property of any kind	
3	188(1)(d) Availing or rendering of any services	11.00
	• Availing / Rendering of Services	1.00
	• Loan Advances / Loan Given	5.00
	• Loan Received / Borrowings	5.00
4	188(1)(e) Appointment of any agent for purchase or sale of goods, materials, services or property	5.00
	Total (1+2+3+4)	27.00

RESOLVED FURTHER THAT the Board of Directors or the Audit Committee, excluding any Director or Key Managerial Personnel who is interested in such transactions, be and is hereby authorized to approve and finalize the specific terms, conditions, modalities, and quantum of each transaction, including but not limited to sale/supply of goods, warehouse management services, inter-corporate loans (lending and borrowing), reimbursement of expenses, and miscellaneous/sundry services, with the estimated quarterly breakup as approved.

RESOLVED FURTHER THAT omnibus approval is hereby granted to enter into the aforesaid transactions during the financial year 2026-27 within the aforesaid limits, subject to the terms and conditions as approved by the Board or Audit Committee.

RESOLVED FURTHER THAT the Board or Audit Committee be and is hereby authorized to take all necessary actions, execute contracts, agreements, filings, applications, and other documents, and do all acts, deeds, and things as may be necessary or expedient to give effect to this resolution, including settling any questions or difficulties arising therefrom, without requiring further approval from the Member

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any powers conferred herein to any Director(s), Company Secretary, Chief Financial Officer, or any other officer(s) of the Company to implement this resolution effectively.

7. APPROVAL OF LOANS, GUARANTEES, SECURITIES, AND INVESTMENTS UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013

*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 186(2) and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and subject to such approvals,

consents, and permissions as may be required from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to:

1. Give any loan(s), including any loan represented by a book debt, to any person or other body corporate;
2. Provide any guarantee or provide security in connection with a loan to any person or body corporate; and/or
3. Make any investments by way of acquisition of securities of any other body corporate or in any other way,

such that the aggregate of the loans, guarantees, security, and/or investments made by the Company, together with existing loans, guarantees, security, and investments, exceeds the limits prescribed under Section 186(2) of the Companies Act, 2013, upto an amount not exceeding ₹100,00,00,000 (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide the terms and conditions of such loans, guarantees, securities, and/or investments, including the timing, amount, recipient(s), and other related matters, as deemed necessary or expedient in the interest of the Company.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to do all such acts, deeds, and things, sign and execute necessary agreements, documents, and forms with the Registrar of Companies, banks, financial institutions, or any other authorities, and take all steps necessary to give effect to this resolution and ensure compliance with applicable laws.

RESOLVED FURTHER THAT the Members note that since the aggregate amount may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, prior approval of the shareholders of the Company shall be obtained by way of this Special Resolution in the General Meeting.

8. APPROVAL OF REMUNERATION OF MR. VIKRANT (DIN: 08686283), EXECUTIVE DIRECTOR

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 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be required from the shareholders and other authorities, the consent of the Members of the Company be and is hereby accorded for fixation of remuneration of **Mr. Vikrant (DIN: 08686283)**, Executive Director of the Company, on the following terms and conditions:

1. **Basic Salary:** ₹47,500/- (Rupees Forty-Seven Thousand Five Hundred only) per month.
2. **House Rent Allowance:** ₹38,000/- (Rupees Thirty-Eight Thousand only) per month.
3. **Other Allowance:** ₹9,500/- (Rupees Nine Thousand Five Hundred only) per month.
4. **Perquisites and Allowances:** In addition to salary, the Executive Director shall be entitled to:

- Medical reimbursement / medical insurance
- Leave Travel Allowance
- Club fees (excluding admission fees)

- Personal accident insurance
- Company car with driver for official purposes
- Telephone/mobile/internet expenses
- Such other perquisites in accordance with Company policy

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

5. Retirement Benefits:

- Contribution to Provident Fund
- Gratuity payable as per the Payment of Gratuity Act
- Leave encashment as per Company policy

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the Executive Director shall be paid the above remuneration as minimum remuneration in accordance with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary actions, sign and execute all agreements, forms, documents, and do all acts, deeds, and things as may be necessary to give effect to this resolution.

**By order of the Board of Directors
For ASTONEA LABS LIMITED**

Sd/-

**MR. ASHISH GULATI
MANAGING DIRECTOR
DIN: 07419339**

REGISTERED OFFICE: SCO 186-187, 2nd Floor, Cabin No.206, Sector-8 C, Chandigarh, 160009

DATE: 27.02.2026

PLACE: PANCHKULA

Notes:

1. A member entitled to attend and to vote at the Extra-ordinary general meeting (“EGM”) is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The proxy form, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. *Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.*
2. A person can act as a Proxy on behalf of Members not exceeding fifty in numbers and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.
3. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least Ten days prior to the meeting so that the required information can be made available at the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of Friday, **March 20th, 2026.**
6. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted in the Meeting is annexed hereto.
7. Members/ Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
8. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same.
9. Members who wish to obtain information on the Company or view the Accounts may visit the Company's website or send their queries at least ten days before the EGM to the Company Secretary and Compliance Officer at the Registered Office of the Company.
10. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
11. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to M/s. KFin Technologies Ltd. Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in

electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company and/or its RTA.

13. To ensure correct identity of each member and proxy holders attending meeting, the investors attending the meeting are expected to bring with him/her an appropriate ID document issued by the Government Authority like Driving License, Passport, Voter ID Card etc.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5 .00 pm) on all working days except Sunday and Public holidays, up to the day of the Extra-Ordinary General Meeting of the Company.
15. In compliance with the MCA Circulars and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of EGM is being sent by e-mail to all the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, February 27, 2026 (the "cut-off date") and who have registered their e-mail addresses with the Depository Participants/Company's Registrar and Share Transfer Agent ("RTA"). For Members who have not registered their e-mail addresses, the Company is dispatching a physical letter containing the web link to access the Notice of EGM. However, any Member desirous of receiving a physical copy of the Notice of EGM may request the same by sending an e-mail to cs@astonea.org. The investors may also contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at cs@astonea.org.
16. In compliance with the MCA Circulars, the Notice of EGM is being sent by e-mail to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, February 27, 2026 (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA") and Physical copy of Notice of EGM is being sent to members whose mail id is not registered with Company/RTA/Depository. However any member desire to get physical copy of Notice can send his/her request on cs@astonea.org. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: cs@astonea.org.

17. The route map showing directions to reach the venue of the EGM is provided at the end of this Notice;
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
19. Members holding shares of the Company in physical form are informed that, as the Company is updating shareholders' records to minimize physical documentation and pursuant to the Securities and Exchange Board of India Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and other circulars issued from time to time, it is mandatory for all investors including transferors to complete their KYC details, and accordingly they are requested to update and intimate their PAN, phone number, e-mail ID, bank details (including bank name, account number, branch details, MICR and IFSC code), current signature and such other information with the Company's Registrar and Transfer Agent, KFin Technologies Ltd ("KARVY").
20. Members are requested to intimate changes, if any, pertaining to name, postal address, email address, telephone I mobile numbers, 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 DPs in case shares are held by them in electronic form and to the Company I Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 03, 2021 and other circular issued by SEBI Time to Time in this regard in case shares are held by them in physical form.
21. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
22. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom your shares shall vest in the unfortunate event of their death. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission of shares by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository

Participant (DP).

23. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to RTA, for consolidation of such multiple folios into a single folio .
24. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz . Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal I exchange of securities certificate; endorsement; subdivision I splitting of securities certificate; consolidation of securities certificates I folios; transmission and transposition. Accordingly , Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4. It may be noted that any service request can be processed only after the folio is KYC Compliant
25. "In compliance with the provisions of Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing to its Members the facility to cast their vote by electronic means (remote e-voting) . The details of remote e-voting, e-voting at the EGM, and the Scrutinizer appointed for the purpose are provided in the Instruction Kit annexed to this Notice."
26. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:
The BSE Limited

25th Floor, P. J. Towers,

Dalal Street, Fort,Mumbai- 400 001

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 23rd March, 2026 at 09:00 A.M. and ends on 26th March, 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. 20th March, 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 20th March, 2026.

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 for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-

	<p>Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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. 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 Provider.</p>
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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting 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 user 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 himanshugupta@live.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com

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 astonealabs@gmail.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 astonealabs@gmail.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

- 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.

EXPLANATORY STATEMENT**ITEM NO. 1: VARIATION IN THE TERMS OF THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO)**

The Company has filed its prospectus dated May 30, 2025 (“Prospectus”) with the Registrar of Companies Chandigarh, in connection with its initial public offering (“Issue”) of its equity shares of Rs 10/- each (“Equity Shares”) containing the objects of the Issue as disclosed therein.

Pursuant to the Prospectus:

- The Company currently has unutilised IPO proceeds amounting to ₹8,08,68,232/- (Rupees Eight Crore Eight Lakh Sixty Eight Thousand Two Hundred Thirty Two Only) as on date.
- Out of the said unutilised amount, a sum of ₹6,25,00,000/- (Rupees Six Crore Twenty-Five Lakh Only) is proposed to be reallocated towards the acquisition of equity shares of M/s. Damaira Pharmaceuticals Private Limited. This reallocation represents a variation of 16.59% in the objects of the Issue as originally stated in the Prospectus.
- Except for this proposed variation, there is no change in the other objects of the Issue or in the total Issue size as disclosed in the Prospectus.

In view of the above, as the management proposes to vary the objects of the Issue by including the acquisition of equity shares of M/s. Damaira Pharmaceuticals Private Limited as a new object, the requisite disclosure in compliance with sections 13(8) and 27 of the Companies Act, 2013, as amended (“Companies Act”), read with Rule 32 of the Companies (Incorporation) Rules, 2014, Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Regulation 281A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 read with Schedule XX thereto, as amended are as follows:

A. Amount raised in the Initial public offering:

As per the Prospectus dated May 30, 2025, the Company undertook a Fresh Issue of 27,90,000 Equity Shares of face value ₹10 each, aggregating to ₹3,766.50 Lakhs (“Fresh Issue”).

However, the proposed change in the terms of the objects relates only to the reallocation of ₹625.00 Lakhs towards the acquisition of equity shares of M/s. Damaira Pharmaceuticals Private Limited.

B. Original objects:

The original objects of the Issue as stated in the Prospectus are as follows:

- Funding of expenses proposed to be incurred towards registration in Bolivia, South America.
- Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises.
- Advertising, marketing and brand building.
- Investment in procuring hardware and software.
- Funding of working capital requirements.

- General corporate purposes.
- Issue Expenses

C. The money utilised for the objects of the company stated in the prospectus as on 26th February, 2026;

The Initial Public Offering (IPO) of the Company was successfully completed with its listing on June 03, 2025.

As of 26th February, 2026, an amount of ₹29,57,81,768/- has been utilised in accordance with the objects stated in the Prospectus. The entire amount allocated towards funding of working capital requirements and issue expenses has been fully utilized. Further, the Company has partially utilised funds towards general corporate purposes, purchase and installation of plant and machineries, advertising and brand building initiatives, and investment in procurement of hardware and software and funds towards registration expenses in Bolivia are yet to be utilised, as detailed in the table below.

The amount of ₹8,08,68,232/- remains unutilised as of 26th February, 2026. From this unutilised amount, an amount of ₹6,25,00,000/- (Rupees Six Crore Twenty-Five Lakh only) is proposed to be deployed towards the acquisition of shares in Damaira Pharmaceuticals Private Limited with the approval of shareholders, while the remaining portion will be utilised in due course for the original purposes as allocated in the Prospectus, in line with the stated objects.

The Company confirms that it has obtained a certificate from the Statutory Auditor dated 27th February, 2026, certifying the utilised and unutilised balance of IPO proceeds, as summarised in the table below:

(Table-A)

Object	Original Allocation (in ₹)	Total Utilised Amount (in ₹)	Total Unutilised Amount as on 26.02.2026 (in ₹)	Proposed Deviation Amount (in ₹)	Remaining for original allocation after proposed deviation (in ₹)
Funding of expenses proposed to be incurred towards registration in Bolivia, South America	1,28,97,000	0	1,28,97,000	53,97,000	75,00,000
Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises	5,23,40,000	3,00,57,814	2,22,82,186	2,22,82,186	0
Advertising, marketing and brand building	4,95,15,000	2,00,15,000	2,95,00,000	2,95,00,000	0
Investment in procuring	68,38,000	15,44,825	52,93,175	52,93,175	0

hardware and software					
Funding of working capital requirements	19,75,00,000	19,75,00,000	Nil	N.A.	N.A.
General corporate purposes	1,98,81,000	89,85,129	1,08,95,871	27,639	1,08,68,232
Issue Expense	3,76,79,000	3,76,79,000	Nil	N.A.	N.A.
Total	37,66,50,000	29,57,81,768	8,08,68,232	6,25,00,000	1,83,68,232

D. The extent of achievement of proposed objects (that is fifty percent, sixty percent, etc.);

The Initial Public Offering (IPO) of the Company was successfully completed on June 03, 2025. As on 26th February, 2026, an amount of ₹8,08,68,232/- was available as Unutilised amount towards the objects stated in the Prospectus. Out of the unutilised portion, ₹6,25,00,000 has been earmarked for deployment towards the acquisition of shares in M/s. *Damaira Pharmaceuticals Private Limited*.

As per the original objects stated in the Prospectus, the funds have been utilised to the following extent:

- Working capital requirements: 100% fully utilised
- Issue expenses: 100% utilised
- General corporate purposes: 45.19% utilised
- Purchase and installation of plant and machinery: 57.43% utilised
- Advertising and brand building: 40.42% utilised
- Investment in procurement of hardware and software: 22.59% utilised
- Registration expenses in Bolivia: 0% yet to be utilised

The remaining unutilised funds will be deployed in due course in accordance with the original allocations as specified in the Prospectus.

E. The unutilised amount out of the money raised through prospectus

As on 26th February, 2026, an amount of ₹8,08,68,232/- was available as unutilised amount out of total IPO proceeds as stated in the Prospectus.

F. The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued:

(Table-B)

Sr.no	Particulars	Implications
1.	New Object	A new object will be added in addition to the objects mentioned in the Prospectus. - Acquisition of equity shares in M/s. Damaira Pharmaceuticals Private Limited.
2.	% of Acquisition	The Company proposes to acquire more than 20% equity stake, with the precise percentage to be determined based on the valuation at the time of investment.
3.	Board & Shareholders' Approval	The Board of Directors, at its meeting held on 03rd December, 2025, approved the proposal for acquisition of upto 33% equity shares in Damaira Pharmaceuticals Private Limited. Subsequently, the approval of the shareholders was duly obtained at the Annual

General Meeting held on 27th December, 2025.		
4.	Original Contributing Reallocation	Objects to Partial contribution from the following objects and as mentioned in Table-A above; 1. Funding of expenses proposed to be incurred towards registration in Bolivia, South America 2. Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises 3. Advertising, marketing and brand building 4. Investment in procuring hardware and software 5. General corporate purposes

G. The reason and justification for seeking variation

The Company had originally allocated ₹37,66,50,000/- as per the Prospectus, of which ₹29,57,81,768/- has been utilised for core operational purposes, while ₹8,08,68,232/- remained unutilised. The Company now proposes to reallocate ₹6,25,00,000/- towards acquisition of equity shares in Damaira Pharmaceuticals Private Limited, with the actual percentage of stake subject to valuation at the time of investment. This variation reflects prudent capital re-prioritization in light of strategic growth opportunities, rather than an inability to execute the original objects and the core operational objectives, including working capital and regulatory requirements, remain fully funded.

The proposed investment is a strategic move to strengthen the Company’s long-term business position by diversifying revenue streams, expanding its product portfolio, entering synergistic pharmaceutical segments, and building long-term partnerships. It is expected to provide access to new products, technologies, markets, and operational synergies such as R&D collaboration, manufacturing efficiencies, and regulatory coordination, while allowing strategic influence without full operational risk.

The proposed variation does not affect the core operational objectives disclosed in the Prospectus; it involves only a partial deferment of certain capital expenditures on plant & machinery, marketing, and software, which will be executed in a phased, prudent manner, demonstrating efficient use of idle funds.

H. The proposed time limit within which the proposed varied objects would be achieved

Particulars	Proposed Time Limit
For the Change in the objects of the Prospectus for the acquisition of equity shares	The proposed varied objects are expected to be achieved within 6 months after the passing of Special Resolution.

I. The risk factors pertaining to the new objects

The proposed investment in equity shares of M/s. Damaira Pharmaceuticals Private Limited is subject to certain risks inherent to strategic minority investments. The acquisition will be above 20% & may vary based on valuation, and the actual financial performance and growth projections of the investee company may differ from assumptions, potentially affecting expected returns or capital appreciation. Company will not hold a majority stake and, therefore, will not have controlling interest, as its ability to influence

strategic or operational decisions will be limited, and realization of anticipated synergies will depend on cooperation, governance arrangements, and market conditions. The pharmaceutical sector is highly regulated and competitive, and factors such as policy changes, pricing controls, regulatory approvals, product performance, supply chain disruptions, or industry-wide developments may impact profitability and valuation.

The investment also involves reallocation of ₹6,25,00,000/- from partially un-utilised objects, which may result in phased deferment of certain capital expenditures, though core have been adequately fully utilized. Further, as the investee is a private company, liquidity and exit options may be limited and subject to contractual and regulatory constraints. While the Board considers the investment strategically aligned and commercially prudent, shareholders are advised to carefully evaluate these risks before approving the proposed variation.

J. The particulars of the proposed alteration or change in the objects

(Table-C)

Sr.no	Particulars	Implications
1.	New Object	A new object will be added in addition to the objects mentioned in the Prospectus. - Acquisition of equity shares in M/s. Damaira Pharmaceuticals Private Limited.
2.	% of Acquisition	The Company proposes to acquire more than 20% equity stake, with the precise percentage to be determined based on the valuation at the time of investment.
3.	Board & Shareholders' Approval	The Board of Directors, at its meeting held on 03rd December, 2025, approved the proposal for acquisition of upto 33% equity shares in Damaira Pharmaceuticals Private Limited. Subsequently, the approval of the shareholders was duly obtained at the Annual General Meeting held on 27th December, 2025.
4.	Original Objects Contributing to Reallocation	Partial contribution from the following objects and as mentioned in Table-A above; 1. Funding of expenses proposed to be incurred towards registration in Bolivia, South America 2. Purchase and installation of plant and machineries for ointment production for the purpose of export in accordance with the international standards and protocols, on the 2nd floor of the Existing Premises 3. Advertising, marketing and brand building 4. Investment in procuring hardware and software 5. General corporate purposes

K. Justification for the alteration or change in the objects;

The Company had originally allocated ₹37,66,50,000/- as per the Prospectus, of which ₹29,57,81,768/- has been utilised for core operational purposes, while ₹8,08,68,232/- remained unutilised. The Company now proposes to reallocate ₹6,25,00,000/- towards acquisition of more than 20% equity stake in Damaira Pharmaceuticals Private Limited, with the exact stake subject to valuation at the time of investment. This variation reflects prudent capital re-prioritization in light of strategic growth opportunities, rather than an

inability to execute the original objects and the core operational objectives, including working capital and regulatory requirements, remain fully funded.

The proposed investment is a strategic move to strengthen the Company's long-term business position by diversifying revenue streams, expanding its product portfolio, entering synergistic pharmaceutical segments, and building long-term partnerships. It is expected to provide access to new products, technologies, markets, and operational synergies such as R&D collaboration, manufacturing efficiencies, and regulatory coordination, while allowing strategic influence without full operational risk.

The proposed variation does not affect the core operational objectives disclosed in the Prospectus; it involves only a partial deferment of certain capital expenditures on plant & machinery, marketing, and software, which will be executed in a phased, prudent manner, demonstrating efficient use of idle funds.

L. Amount proposed to be utilised for the new objects

Amount proposed to be utilised for the new objects will be ₹6,25,00,000/- (Rupees Six Crore Twenty-Five Lakh only).

M. Estimated financial impact of the proposed alteration on the earnings and cash flow of the company

The Company proposes to reallocate ₹6,25,00,000/- from partially unutilised funds of ₹8,08,68,232/- to acquire a minority stake in Damaira Pharmaceuticals Private Limited. The reallocation or the proposed alteration reflects efficient use of idle funds, supports long-term value creation, and carries risks linked to Damaira's performance, industry conditions, and market dynamics.

The Board of Directors recommends passing of Special Resolution as contained in item no. 01 of the notice.

None of the Directors or KMPs of the Company or their relatives, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholdings in the Company.

ITEM NO.2: RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2026

A. Background:

The Board of Directors, based on the recommendation of the Audit Committee, at its meeting held on 20th September, 2025, approved the appointment of M/s Balwinder & Associates (FRN: 000201) as the Cost Auditor of the Company for the financial year 2025-26. The Board also fixed the remuneration at ₹50,000/- (Rupees Fifty Thousand only), excluding applicable taxes and out-of-pocket expenses, considering the scope of work, complexity of operations, and prevailing industry standards.

Pursuant to Section 148(3) of the Companies Act, 2013, the remuneration of the Cost Auditor is required to be ratified by the shareholders in a General Meeting. Accordingly, this resolution seeks shareholder approval for ratification of the remuneration already approved by the Board.

B. Legal Provisions and Regulatory Framework:**• Section 148 of the Companies Act, 2013:**

Section 148 mandates that every company which is required to maintain cost records under Companies (Cost Records and Audit) Rules, 2014, shall appoint a Cost Auditor to conduct an audit of such records. Sub-section (3) specifically requires that the remuneration payable to the Cost Auditor shall be fixed by the Board of Directors on the recommendation of the Audit Committee and ratified by the shareholder

• Companies (Audit and Auditors) Rules, 2014:

Rule 14 of the Companies (Audit and Auditors) Rules, 2014, read with the amended provisions effective from 2014 onwards, provides the procedure for appointment, remuneration, and ratification of Cost Auditors, including filing of Form CRA-2 with the Registrar of Companies.

• Audit Committee Recommendation:

In line with Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of the Company has reviewed and recommended the remuneration of the Cost Auditor to the Board. This ensures compliance with both corporate governance standards and statutory requirements.

C. Rationale for Remuneration:

The proposed remuneration of ₹50,000/- has been determined after considering:

- The scope and nature of audit work required.
- Complexity of the Company's operations and cost structures.
- Prevailing industry standards for similar assignments.
- Compliance with statutory obligations under the Companies Act, 2013.

D. Directors' Interest:

None of the Directors, Key Managerial Personnel, or their relatives, are concerned or interested, financially or otherwise, in the resolution except to the extent of statutory compliance and corporate governance requirements.

E. Board Recommendation:

The Board of Directors recommends the resolution for approval and ratification by the shareholders in the forthcoming General Meeting

ITEM NO.3: APPROVAL AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY**A. Background:**

The Articles of Association ("AoA") of a company form the internal regulations governing its management, administration, and operation, including the rights, duties, and responsibilities of its

members and director The existing AoA of the Company were adopted at the time of incorporation and have been amended from time to time to incorporate changes in law and practice.

With the enactment of the Companies Act, 2013, and subsequent amendments, as well as evolving regulatory requirements for listed companies under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), it has become necessary to align the AoA with the current statutory framework.

B. Need for New Articles of Association:

The proposed new AoA is intended to:

- Align the governance provisions with the Companies Act, 2013.
- Incorporate the latest SEBI LODR requirements applicable to listed companies.
- Provide clarity on rights, duties, and responsibilities of members and director
- Enhance corporate governance standards and facilitate better management and administration of the Company.
- Replace the existing AoA entirely, ensuring consistency with statutory provisions and best practices.

C. Legal Provisions:

- **Sections 5 and 14 of the Companies Act, 2013:**

Section 14 empowers a company to alter its Articles of Association, and such alteration requires the approval of shareholders by way of a Special Resolution. Section 5 defines the memorandum and Articles as the charter of the company, binding the company and its members.

- **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Listed companies are required to ensure that their constitutional documents comply with SEBI LODR provisions regarding the rights and obligations of shareholders, governance standards, board composition, committees, and related disclosures. The new AoA incorporates these requirements.

D. Recommendation of the Board:

The Board of Directors, after careful consideration, recommends the adoption of the new set of Articles of Association by way of a Special Resolution, in substitution for, and to the complete exclusion of, the existing Articles of Association, to enable compliance with applicable laws and regulations, and to strengthen the governance framework of the Company.

E. Availability of Amended AoA:

A copy of the proposed amended Articles of Association will be available for inspection at the Corporate Office of the Company during working hours and on the Company’s website i.e. <https://astonea.org/corporate-documents> for perusal by the Members.

F. Directors’ Interest:

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

G. Board Recommendation:

The Board recommends the Special Resolution for adoption by the Members of the Company at the forthcoming General Meeting, as it will facilitate compliance with statutory and regulatory requirements, strengthen governance, and ensure clarity and consistency in the management of the Company.

ITEM NO.4: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH ASTONEA ONE PRIVATE LIMITED FOR FY 2026-27**A. Background:**

In line with the Company's ongoing growth and expansion in the pharmaceutical, cosmetic, and nutraceutical segments, the Company has demonstrated positive operational and financial performance during the current financial year 2025-26. To support continued business operations and ensure efficiency in supply, operational, and financial activities, the Company anticipates certain transactions with **Astonea One Private Limited**, a related party of the Company, during the financial year 2026-27.

These transactions are necessary to support the Company's business in pharmaceuticals, cosmetics, and nutraceuticals, ensuring operational continuity, effective supply chain management, liquidity management through inter-corporate loans, reimbursement of expenses, and other ordinary course business services.

B. Regulatory Framework:

The proposed transactions fall within the scope of:

- Section 188 of the Companies Act, 2013, which governs related party transactions.
- Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), which requires shareholder approval for material related party transactions.
- Companies Act, 2013 and SEBI LODR, as amended or re-enacted, read with Schedule XII of SEBI LODR.
- Company's Policy on Related Party Transactions, ensuring that all transactions are carried out on an arm's length basis, in the ordinary course of business, and in compliance with applicable accounting and disclosure standards.
- RPT Industry Standards (June 26, 2025, and revised October 13, 2025), which specify the minimum information to be provided to the Audit Committee and shareholders.

C. Details of the Proposed Material RPT:

The Board of Directors proposes that the Company may enter into material related party transactions with Astonea One Private Limited, up to an aggregate value of ₹271,00,00,000 (Rupees Two Hundred Seventy-One Crores only) for the financial year 2026-27. This represents approximately 277.90% of the Company's last audited consolidated turnover.

The transactions will be in the ordinary course of business, on arm's length basis, and may include:

S.No.	Particulars	Amount (in Crores)
1	188(1)(a) Sale, Purchase or Supply of any goods or materials	250.00
	• Sale / Supply of Goods / Materials	200.00
	• Purchase of Goods / Materials	50.00

2	188(1)(b) Selling or otherwise disposing of, or buying, property of any kind	1.00
	188(1)(c) Leasing of property of any kind	
3	188(1)(d) Availing or rendering of any services	15.00
	• Availing / Rendering of Services	5.00
	• Loan Advances / Loan Given	5.00
	• Loan Received / Borrowings	5.00
4	188(1)(e) Appointment of any agent for purchase or sale of goods, materials, services or property	5.00
	Total (1+2+3+4)	271.00

All transactions will be in the ordinary course of business and at arm's length. Proposed transactions represent approximately 880% of Astonea One Private Limited's FY 2024-25 turnover (₹30.77 Cr). Shareholders are informed of the scale and potential dependency risk.

D. Mandatory Information as per RPT Industry Standards:

Sr. No.	Mandatory Information (as per RPT Industry Standards)	Explanation / Details for Proposed RPT
1	Summary of information provided to the Audit Committee	<p>The management has provided the Audit Committee with detailed information regarding the proposed related party transactions (RPT) with Astonea One Private Limited for the financial year 2026-27.</p> <p>The proposed transactions include the sale and purchase of goods and materials, with estimated sales of ₹200 Crores and purchases of ₹50 Crores, amounting to a total of ₹250 Crores under Section 188(1)(a).</p> <p>Additionally, the transactions involve the selling, buying, or disposal of property of any kind amounting to ₹1 Crore under Section 188(1)(b).</p> <p>The Company also proposes to avail and render various services, including provision and receipt of inter-corporate loans, with ₹5 Crores allocated each for availing/rendering of services, loan advances, and loan borrowings, aggregating ₹15 Crores under Section 188(1)(d).</p> <p>Further, the appointment of agents for the purchase or sale of goods, materials, services, or property is proposed with an estimated value of ₹5 Crores under Section 188(1)(e).</p> <p>The total estimated value of all proposed transactions is ₹271 Crores, representing approximately 277.90% of the Company's last audited turnover.</p> <p>The Audit Committee has reviewed the nature, value, quarterly breakup, and key terms of each transaction, and confirms that all transactions will be carried out in the ordinary course of business and on an arm's length basis.</p>
2	Certificates	The Audit Committee has reviewed certificates provided by the Managing

	reviewed by Audit Committee	<p>Director and the Chief Financial Officer of the Company, confirming that the proposed related party transactions (RPTs) are in full compliance with applicable statutory provisions, including the Companies Act, 2013, SEBI LODR Regulations, and the Company's internal RPT policy.</p> <p>These certifications provide assurance that the proposed transactions are consistent with legal and regulatory requirements and the Company's governance framework.</p>
3	Justification for why the proposed RPT is in the interest of the listed entity	The proposed RPTs are essential for supporting the Company's operational requirements, ensuring timely supply of goods, efficient warehouse and logistics management, liquidity management through inter-corporate loans, and settlement of operational expenses. Conducting these transactions with a related party ensures continuity, operational efficiency, and cost optimization, thereby serving the best interests of the Company and its shareholder
4	Basis for determination of price and other material terms	All transactions will be conducted on an arm's length basis and in the ordinary course of business. Prices for sale/purchase of goods are determined based on prevailing market rates, industry benchmarks, and internal cost structures. Terms of inter-corporate loans, reimbursements, and services are negotiated commercially with reference to prevailing market conditions, interest rates, repayment terms, and industry practices, ensuring fairness and compliance with statutory requirements.
5	Approval of material RPT and recommendation to shareholders	The proposed material RPTs, including any modifications, have been reviewed and approved by the Audit Committee and the Board. The Board recommends the transactions for approval by the Members, considering them necessary for operational and strategic objectives of the Company.
6	Web-link / QR code for external reports, if any	No external valuation reports or third-party reports were considered by the Audit Committee for this financial year. All necessary information required for shareholders to make an informed decision has been disclosed in this explanatory statement.
7	Redaction of commercial secrets	Certain commercially sensitive information has been redacted to protect the Company's competitive position. Notwithstanding these redactions, the Board confirms that all material information required for shareholders to take an informed decision has been disclosed.
8	Loans, inter-corporate deposits, advances, or investments	The proposed inter-corporate loans, both lending and borrowing, are within the approved limits for FY 2026-27 and will be governed by market-based interest rates, repayment terms, and internal approval processes to ensure fair and compliant execution.
9	Percentage of counterparty's annual turnover	<p>The proposed RPTs with Astonea One Private Limited, totaling ₹271 Crores for FY 2026-27, represent approximately 880.86% of the counterparty's annual turnover for FY 2024-25, which was ₹30.77 Crores.</p> <p>This highlights the materiality of the transactions from the counterparty's perspective and provides shareholders with transparency regarding the scale and significance of the proposed RPTs.</p>
10	Any other relevant information	The proposed transactions will be conducted in accordance with applicable accounting standards, statutory requirements, SEBI LODR disclosures, and the Company's Policy on Related Party Transactions. Risk factors related

		to counterparty dependence have been disclosed to provide transparency to shareholders.
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E. Interest of Directors / Key Managerial Personnel:

No Director, Key Managerial Personnel, or their relatives are financially or otherwise concerned or interested in the resolution, except to the extent of their shareholding in the Company.

F. Board Recommendation:

After due consideration, the Board recommends the Special Resolution for approval by the Members, authorizing the Company to enter into the proposed material related party transactions with Astonea One Private Limited for FY 2026-27, in accordance with the limits, terms, and conditions described above. The Audit Committee has reviewed the transactions and confirmed that they are in compliance with statutory requirements, and the Board concurs with this recommendation.

ITEM NO. 5: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH ASCOT BIOLABS PRIVATE LIMITED FOR THE FINANCIAL YEAR 2026-27

A. Background:

In line with the Company's ongoing growth and operational requirements, the Company has maintained steady performance during the financial year 2025-26. To support continued business operations, effective supply chain management, and liquidity management, the Company anticipates entering into certain transactions with **Ascot Biolabs Private Limited**, a related party of the Company, during the financial year 2026-27.

These transactions are necessary to support the Company's trading and services business, ensuring continuity of operations, efficient procurement and supply of goods and materials, availing and rendering of services, inter-corporate loans, reimbursement of expenses, and other routine business activities.

B. Regulatory Framework:

The proposed transactions fall within the scope of:

- Section 188 of the Companies Act, 2013, which governs related party transactions.
- Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), which requires shareholder approval for material related party transactions.
- Companies Act, 2013, SEBI LODR, and their amendments or re-enactments, read with Schedule XII of SEBI LODR.
- Company's Policy on Related Party Transactions, ensuring all transactions are on an arm's length basis, in the ordinary course of business, and compliant with accounting and disclosure standards.
- RPT Industry Standards (June 26, 2025, and revised October 13, 2025), specifying minimum information to be provided to the Audit Committee and shareholder

C. Details of the Proposed Material RPT:

The Board of Directors proposes that the Company may enter into material related party transactions with Ascot Biolabs Private Limited, up to an aggregate value of ₹73,00,00,000 (Rupees Seventy-Three Crores

only) for the financial year 2026-27. This represents approximately 74.86% of the Company's last audited turnover.

The transactions will be in the ordinary course of business, on arm's length basis, and may include:

S.No.	Particulars	Amount (in Crores)
1	188(1)(a) Sale, Purchase or Supply of any goods or materials	60.00
	• Sale / Supply of Goods / Materials	50.00
	• Purchase of Goods / Materials	10.00
2	188(1)(b) Selling or otherwise disposing of, or buying, property of any kind	1.00
	188(1)(c) Leasing of property of any kind	
3	188(1)(d) Availing or rendering of any services	11.00
	• Availing / Rendering of Services	1.00
	• Loan Advances / Loan Given	5.00
	• Loan Received / Borrowings	5.00
4	188(1)(e) Appointment of any agent for purchase or sale of goods, materials, services or property	1.00
	Total (1+2+3+4)	73.00

D. Mandatory Information as per RPT Industry Standards:

Sr. No.	Mandatory Information (as per RPT Industry Standards)	Explanation / Details for Proposed RPT
1	Summary of information provided to the Audit Committee	The Audit Committee has received detailed information regarding proposed RPTs with Ascot Biolabs Private Limited for FY 2026-27. Transactions include sale and purchase of goods and materials (₹60 Cr), property dealings (₹1 Cr), availing and rendering of services, and inter-corporate loans (₹11 Cr), and agent appointments (₹1 Cr), totaling ₹73 Cr. All are in ordinary course and at arm's length.
2	Certificates reviewed by Audit Committee	The Audit Committee has reviewed certificates from the Managing Director and CFO, confirming compliance with Companies Act, SEBI LODR, and the Company's internal RPT policy.
3	Justification for why the proposed RPT is in the interest of the listed entity	Transactions support operational continuity, supply chain efficiency, liquidity management, and cost optimization, serving the best interests of the Company and shareholder
4	Basis for determination of price and other material terms	All transactions will be on arm's length basis. Prices of goods and services are based on market rates, industry benchmarks, and internal cost structures. Terms of inter-corporate loans and reimbursements follow market norms and statutory compliance.
5	Approval of material RPT and	Transactions reviewed and approved by the Audit Committee and Board. Board recommends approval by Members for operational and strategic purposes.

	recommendation to shareholders	
6	Web-link / QR code for external reports, if any	No external valuation or third-party reports were used. All relevant information has been disclosed.
7	Redaction of commercial secrets	Commercially sensitive information has been redacted while ensuring shareholders receive all material information for informed decision-making.
8	Loans, inter-corporate deposits, advances, or investments	Proposed loans, both lending and borrowing, are within approved limits for FY 2026-27 and follow market-based interest rates and internal approvals.
9	Percentage of counterparty's annual turnover	Proposed RPTs totaling ₹73 Cr represent a significant portion of Ascot Biolabs Private Limited's turnover, ensuring transparency regarding scale and dependency risk.
10	Any other relevant information	Transactions comply with accounting standards, statutory requirements, SEBI LODR, and the Company's RPT policy. Risks of counterparty dependence disclosed to shareholder

E. Interest of Directors / Key Managerial Personnel:

No Director, Key Managerial Personnel, or their relatives are financially or otherwise concerned or interested in the resolution, except to the extent of their shareholding in the Company.

F. Board Recommendation:

After due consideration, the Board recommends the Special Resolution for approval by the Members, authorizing the Company to enter into the proposed material related party transactions with **Ascot Biolabs Private Limited** for FY 2026-27, in accordance with the limits, terms, and conditions described above. The Audit Committee has reviewed the transactions and confirmed compliance with statutory requirements, and the Board concurs with this recommendation

ITEM NO.6: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SHINTO ORGANICS (PROPRIETORSHIP) FOR THE FINANCIAL YEAR 2026-27

A. Background:

In line with the Company's ongoing growth and operational requirements, the Company has maintained steady performance during the financial year 2025-26. To support continued business operations, effective supply chain management, and liquidity management, the Company anticipates entering into certain transactions with **Shinto Organics**, a related party of the Company, during the financial year 2026-27.

These transactions are necessary to support the Company's trading and services business, ensuring continuity of operations, efficient procurement and supply of goods and materials, availing and rendering of services, inter-corporate loans, reimbursement of expenses, and other routine business activities.

B. Regulatory Framework:

The proposed transactions fall within the scope of:

- Section 188 of the Companies Act, 2013, which governs related party transactions.
- Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), which requires shareholder approval for material related party transactions.
- Companies Act, 2013, SEBI LODR, and their amendments or re-enactments, read with Schedule XII of SEBI LODR.
- Company’s Policy on Related Party Transactions, ensuring all transactions are on an arm’s length basis, in the ordinary course of business, and compliant with accounting and disclosure standards.
- RPT Industry Standards (June 26, 2025, and revised October 13, 2025), specifying minimum information to be provided to the Audit Committee and shareholder.

C. Details of the Proposed Material RPT:

The Board of Directors proposes that the Company may enter into material related party transactions with Shinto Organics, up to an aggregate value of ₹27,00,00,000 (Rupees Twenty-Seven Crores only) for the financial year 2026-27. This represents approximately 27.69% of the Company’s last audited turnover.

The transactions will be in the ordinary course of business, on arm’s length basis, and may include:

S.No.	Particulars	Amount (in Crores)
1	188(1)(a) Sale, Purchase or Supply of any goods or materials	10.00
	• Sale / Supply of Goods / Materials	5.00
	• Purchase of Goods / Materials	5.00
2	188(1)(b) Selling or otherwise disposing of, or buying, property of any kind	1.00
	188(1)(c) Leasing of property of any kind	
3	188(1)(d) Availing or rendering of any services	11.00
	• Availing / Rendering of Services	1.00
	• Loan Advances / Loan Given	5.00
	• Loan Received / Borrowings	5.00
4	188(1)(e) Appointment of any agent for purchase or sale of goods, materials, services or property	5.00
	Total (1+2+3+4)	27.00

D. Mandatory Information as per RPT Industry Standards:

Sr. No.	Mandatory Information (as per RPT Industry Standards)	Explanation / Details for Proposed RPT
1	Summary of information provided to the Audit Committee	The Audit Committee has received detailed information regarding proposed RPTs with Shinto Organics for FY 2026-27. Transactions include sale and purchase of goods and materials (₹10 Cr), property dealings (₹1 Cr), availing and rendering of services, and inter-corporate loans (₹11 Cr), and agent appointments (₹5 Cr), totaling ₹27 Cr. All are in ordinary course and at arm’s length.

2	Certificates reviewed by Audit Committee	The Audit Committee has reviewed certificates from the Managing Director and CFO, confirming compliance with Companies Act, SEBI LODR, and the Company's internal RPT policy.
3	Justification for why the proposed RPT is in the interest of the listed entity	Transactions support operational continuity, supply chain efficiency, liquidity management, and cost optimization, serving the best interests of the Company and shareholder
4	Basis for determination of price and other material terms	All transactions will be on arm's length basis. Prices of goods and services are based on market rates, industry benchmarks, and internal cost structures. Terms of inter-corporate loans and reimbursements follow market norms and statutory compliance.
5	Approval of material RPT and recommendation to shareholders	Transactions reviewed and approved by the Audit Committee and Board. Board recommends approval by Members for operational and strategic purposes.
6	Web-link / QR code for external reports, if any	No external valuation or third-party reports were used. All relevant information has been disclosed.
7	Redaction of commercial secrets	Commercially sensitive information has been redacted while ensuring shareholders receive all material information for informed decision-making.
8	Loans, inter-corporate deposits, advances, or investments	Proposed loans, both lending and borrowing, are within approved limits for FY 2026-27 and follow market-based interest rates and internal approvals.
9	Percentage of counterparty's annual turnover	Proposed RPTs totaling ₹27 Cr represent a significant portion of Shinto Organics' turnover, ensuring transparency regarding scale and dependency risk.
10	Any other relevant information	Transactions comply with accounting standards, statutory requirements, SEBI LODR, and the Company's RPT policy. Risks of counterparty dependence disclosed to shareholder

E. Interest of Directors / Key Managerial Personnel:

No Director, Key Managerial Personnel, or their relatives are financially or otherwise concerned or interested in the resolution, except to the extent of their shareholding in the Company.

F. Board Recommendation:

After due consideration, the Board recommends the Special Resolution for approval by the Members, authorizing the Company to enter into the proposed material related party transactions with **Shinto Organics** for FY 2026-27, in accordance with the limits, terms, and conditions described above. The Audit Committee has reviewed the transactions and confirmed compliance with statutory requirements, and the Board concurs with this recommendation.

ITEM NO 7: APPROVAL OF LOANS, GUARANTEES, SECURITIES, AND INVESTMENTS UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013**A. Background:**

The Company, in the normal course of business, may provide loans, give guarantees or provide securities, and make investments in other bodies corporate or entities to support its strategic, operational, and financial objectives. These activities facilitate business expansion, liquidity management, and strategic partnerships, while ensuring optimal deployment of surplus funds.

Pursuant to Section 186(2) of the Companies Act, 2013, the aggregate of such loans, guarantees, securities, and investments by the Company may exceed the statutory limit, requiring prior approval of the shareholders by way of a Special Resolution. Accordingly, the Board seeks the Members' consent to empower the Board of Directors to approve and execute loans, guarantees, securities, and investments within an overall ceiling of ₹100,00,00,000 (Rupees One Hundred Crores only).

B. Regulatory Framework:

The proposed transactions and approvals are being sought in accordance with:

- Section 186(2) of the Companies Act, 2013, which governs limits on loans, guarantees, securities, and investments by a company.
- Rules issued under the Companies Act, 2013, including disclosures in the Notice of General Meeting (Form MGT-7, CRA-2/ND/INV as applicable).
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), for listed entities, ensuring transparency and disclosure to shareholder
- The Company's internal financial and investment policies, ensuring arm's length, prudent, and compliant decision-making.

C. Purpose and Justification:

The approval of the Members is being sought to:

1. **Provide loans** to any person or body corporate, including loans represented by book debts, to support business operations, liquidity needs, and strategic initiatives.
2. **Provide guarantees or securities** in connection with loans extended by banks or financial institutions to promote financing arrangements for subsidiaries, joint ventures, or other strategic entities.
3. **Make investments** in the securities of other bodies corporate or entities to facilitate strategic growth, operational partnerships, or capital allocation in line with business objectives.

Such approvals will enable the Board to act promptly on business opportunities, optimize capital deployment, and maintain financial flexibility without requiring separate shareholder approvals for each transaction, within the overall approved limit.

D. Aggregate Limit and Terms:

The aggregate amount of loans, guarantees, securities, and investments that may be made by the Company, including existing exposures, may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, but shall not exceed ₹100,00,00,000 (Rupees One Hundred Crores only).

The Board of Directors is authorized to determine:

- Recipients of loans, guarantees, securities, and investments.
- Terms and conditions, including interest rates, repayment schedule, and covenants.
- Timing, mode, and quantum of transactions, based on commercial judgment and in the best interest of the Company.

All transactions will comply with applicable accounting standards, statutory requirements, and internal governance procedures.

E. Mandatory Disclosures / Relevant Information for Shareholders:

Sr. No.	Information Required	Details for Proposed Transactions
1	Purpose of transaction	To enable the Company to provide loans, guarantees, securities, or make investments for operational, strategic, and financial objectives.
2	Maximum amount involved	₹100,00,00,000 (Rupees One Hundred Crores only).
3	Nature of recipient(s)	Other bodies corporate, subsidiaries, joint ventures, or strategic entities requiring financial support.
4	Interest of Directors / Key Managerial Personnel	No Director, Key Managerial Personnel, or their relatives are financially or otherwise interested in this resolution, except to the extent of their shareholding in the Company.
5	Justification / benefits	Ensures business continuity, supports liquidity management, strategic partnerships, growth opportunities, and optimal capital deployment.
6	Regulatory compliance	Transactions to be executed in accordance with Section 186 of the Companies Act, 2013, applicable SEBI LODR disclosures, and internal policies.
7	Approval type	Special Resolution due to aggregate exposure exceeding statutory limits prescribed under Section 186(2).

F. Interest of Directors / Key Managerial Personnel:

No Director, Key Managerial Personnel, or their relatives are financially or otherwise concerned or interested in the resolution, except to the extent of their shareholding in the Company.

G. Board Recommendation:

The Board of Directors, after due consideration, recommends the Special Resolution for approval by the Members. The approval will empower the Board to approve loans, guarantees, securities, and investments within the overall limit of ₹100 Crores, while ensuring compliance with statutory, regulatory, and governance requirements.

ITEM NO. 8: APPROVAL OF REMUNERATION OF MR. VIKRANT (DIN: 08686283), EXECUTIVE DIRECTOR**A. Background:**

The Board of Directors of the Company has considered the appointment and remuneration of **Mr. Vikrant (DIN: 08686283)** as Executive Director. To attract and retain experienced managerial talent and align the remuneration with the responsibilities and performance expected from the Executive Director, the Board proposes fixation of remuneration within the limits prescribed under Sections 196, 197, 198, and 203 of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

B. Regulatory Framework:

The proposed remuneration is being sought in accordance with:

- Sections 196, 197, 198, and 203 of the Companies Act, 2013 - governing appointment and remuneration of managerial personnel.
- Schedule V of the Companies Act, 2013 - providing the ceiling for managerial remuneration and conditions for payment of minimum remuneration in case of inadequacy or absence of profits.
- Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including disclosure requirements for managerial remuneration.

C. Proposed Remuneration:

The Board recommends the following remuneration structure for Mr. Vikrant as Executive Director:

The proposed remuneration of Mr. Vikrant as Executive Director comprises a monthly basic salary of ₹47,500, house rent allowance of ₹38,000, and other allowance of ₹9,500. In addition to the salary, he shall be entitled to perquisites and allowances, which will be evaluated as per Income Tax Rules wherever applicable. These include medical reimbursement or insurance, leave travel allowance, club fees (excluding admission fees), personal accident insurance, use of a company car with a driver for official purposes, telephone, mobile, and internet expenses, along with other perquisites as per the Company’s policy.

For retirement benefits, he shall be entitled to contributions to the Provident Fund, gratuity payable in accordance with the Payment of Gratuity Act, and leave encashment as per the Company’s policy. In the event of absence or inadequacy of profits in any financial year, Mr. Vikrant shall be paid the above remuneration as minimum remuneration in accordance with Schedule V of the Companies Act, 2013.

D. Justification for Remuneration:

The proposed remuneration:

- Aligns with the responsibilities and scope of work of an Executive Director.
- Ensures retention and motivation of managerial talent in line with market standards.
- Complies with statutory limits and shareholder approval requirements.
- Provides flexibility to pay minimum remuneration in case of financial constraints, ensuring continuity of leadership.

E. Interest of Directors / Key Managerial Personnel:

Except for **Mr. Vikrant**, no Director, Key Managerial Personnel, or their relatives are directly or indirectly concerned or interested in this resolution.

F. Board Recommendation:

The Board of Directors, after due consideration, recommends the Special Resolution for approval by the Members, authorizing fixation of remuneration of **Mr. Vikrant (DIN: 08686283)** as Executive Director on the terms and conditions outlined above. The Board is also authorized to execute all agreements, forms, and documents and take necessary actions to give effect to this resolution.

**By order of the Board of Directors
For ASTONEA LABS LIMITED**

Sd/-

**MR. ASHISH GULATI
MANAGING DIRECTOR
DIN: 07419339**

REGISTERED OFFICE: SCO 186-187, 2nd Floor, Cabin No.206, Sector-8 C, Chandigarh, 160009

DATE: 27.02.2026

PLACE: PANCHKULA

ATTENDANCE SLIP
(To be presented at the entrance)

I/we hereby record my/our presence at the **Extra-Ordinary General Meeting (“EGM”)** of the Members of the Company held on **Friday, March 27th, 2026** at **11.00 AM** at **Corporate Office of the Company situated at 63, Industrial Area, Phase-II, Industrial Estate, Panchkula, Haryana, 134113, India.**

DP ID:-	
Registered Folio No.	
Client ID:-	
No. of Shares:-	
Name of the Member:-	
Address:-	
Joint holder-1	
Joint holder-2	

Name of Member/Proxy in Block letters

Signature of Member/Proxy

Note: Please fill in the name, sign this attendance Slip and deposit the same as per direction of the Company officials at the venue of Meeting.

REMOTE ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting is set out as follows;

EVEN	User Id	Password
138778		

The e-voting facility will be available during the following period;

Commencement of e-voting	End of e-voting
March 23, 2026 (09:00 AM)	March 26, 2026 (05:00 PM)

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) Rule, 2014]

Extra-Ordinary General Meeting (EGM) of Astonea Labs Limited

Name of the member(s)	:-	
Registered address	:-	
E-mail Id	:-	
Folio No/ Client Id	:-	
DP ID	:-	

I/We, being the member (s) of..... shares of the above named company, hereby appoint

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

Or failing him/her

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

Or failing him/her

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 (“EGM”)** of the company, to be held on **Friday, March 27th, 2026 At 11:00 A.M.** at **Corporate Office of the Company situated at 63, Industrial Area, Phase-II, Industrial Estate, Panchkula, Haryana, 134113, India** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Type	Vote	
			For	Against
1.	VARIATION IN THE TERMS OF THE OBJECTS OF THE INITIAL PUBLIC OFFER (IPO)	Special		
2.	RATIFICATION OF REMUNERATION OF THE COST AUDITOR FOR THE FINANCIAL YEAR ENDING ON 31ST MARCH, 2026.	Ordinary		
3.	APPROVAL AND ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF	Special		

	THE COMPANY			
4.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH ASTONEA ONE PRIVATE LIMITED FOR FY 2026-27	Special		
5.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH ASCOT BIOLABS PRIVATE LIMITED FOR FY 2026-27	Special		
6.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTION WITH SHINTO ORGANICS (PROPRIETORSHIP) FOR FY 2026-27	Special		
7.	APPROVAL OF LOANS, GUARANTEES , SECURITIES AND INVESTMENTS UNDER SECTION 186(2) OF THE COMPANIES ACT, 2013	Special		
8.	APPROVAL OF REMUNERATION OF MR. VIKRANT (DIN:08686283), EXECUTIVE DIRECTOR	Special		

Signed this..... day of.... 2026

.....

Signature of shareholder:

.....

Signature of Proxy holder

Affix
Revenue
Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) It is optional to indicate your preference. If you leave the ‘for’, ‘against’ or ‘abstain’ column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ROUTE MAP TO THE VENUE OF EGM

