

AVL/SE/2025-26

May 31, 2025

To
The Corporate Relations Department
BSE Limited
Floor 25, P J Towers, Dalal Street,
Mumbai – 400 001, India.
Scrip Code: 532406

To
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051, India.
Symbol: AVANTEL

Dear Sir/Madam,

Sub: Avantel Limited - Notice of the 35th Annual General Meeting to be held on June 23, 2025.

Ref: ISIN: INE005B01027

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations'), we enclosed herewith the Notice of the 35th Annual General Meeting of the Company, which is being dispatched along with Annual Report 2024-25 through electronic mode to those Members whose email addresses are registered with the Company / Registrar & Transfer Agent or Depositories.

The Notice of 34th AGM is also available on the website of the Company at www.avantel.in.

This is for your information and records.

Thanking you,

Yours faithfully,

For **Avantel Limited**

RAJASEKHARA REDDY
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Date: 2025.05.31 13:20:51
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D Rajasekhara Reddy

Company Secretary & Compliance Officer

Avantel Limited

Registered Office

Plot No. 47/P, APIIC Industrial Park
Gambheeram (V), Anandapuram (M)
Visakhapatnam - 531163 A.P.
Tel : +91-891-2850000
Fax: +91-891-2850004

Corporate Office

Plot No. 68 & 69, 4th Floor, Jubilee Heights
Survey No's. 66 & 67, Jubilee Enclave
Madhapur, Hyderabad - 500 081. Telangana
Tel : +91-40-6630 5000
Fax : +91-40-6630 5004

CIN - L72200AP1990PLC011334

www.avantel.in
Info@avantel.in

NOTICE

Notice is hereby given that the 35th Annual General Meeting (“AGM”) of the Members of Avantel Limited will be held on Monday, June 23, 2025, at 11:00 A.M. (IST) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Report of Auditors thereon.
2. To declare final dividend of Re.0.20/- per Equity Share of face value of Rs.2/- each to the shareholders for the Financial Year ended March 31, 2025.
3. To appoint a director in place of Mr. Abburi Siddhartha Sagar (DIN: 02312563), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and approve the re-appointment of Dr. Abburi Vidyasagar (DIN: 00026524) as the Managing Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said act and Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Dr. Abburi Vidyasagar (DIN: 00026524), as the Managing Director of the Company, not be liable to retire by rotation, at a remuneration of Rs.36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum and other superannuation benefits as per service rules of the Company, and a perquisite of Rent-Free Accommodation, as approved by the Remuneration Committee, for another term of Three (3) years with effect from April 1, 2025.

FURTHER RESOLVED THAT Dr. Abburi Vidyasagar, in addition to the above-mentioned salary, is also eligible for a commission of 3% on the net profits of the Company to be arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT the overall amount of remuneration payable to Dr. Abburi Vidyasagar shall not exceed 5% of net profits of the Company to be arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event, the Company does not have profits, or the profits of the Company are inadequate in any financial year during his tenure as referred above, the amount of Salary and perquisites referred to above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

5. **To consider and approve the re-appointment of Smt. Abburi Sarada (DIN: 00026543) as the Whole-Time Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the said act, Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to approvals, if any required, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of Smt. Abburi Sarada (DIN: 00026543), as Whole-Time Director of the Company at a remuneration of Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum and other superannuation benefits as per service rules of the Company and a perquisite of Rent-Free Accommodation as approved by the Nomination and Remuneration Committee, for a term of Three (3) years effective from May 8, 2025.

FURTHER RESOLVED THAT Smt. Abburi Sarada (DIN: 00026543) in addition to above mentioned Salary is also eligible for a commission of 3% on net profits of the Company arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT the overall amount of remuneration payable to Smt. Abburi Sarada (DIN: 00026543) shall not exceed 5% of the net profits of the Company arrived in pursuance of Section 198 of the Companies Act, 2013.

FURTHER RESOLVED THAT in the event the Company does not have profits, or the profits of the Company are inadequate in any financial year during her tenure as referred above, the amount of Salary and perquisites referred to above shall be paid as minimum remuneration in terms of Section II of Part II of Schedule V to the Companies Act, 2013.

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

6. **To consider and approve the appointment of Mrs. Mini Ipe (DIN: 07791184) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, the consent of the members of the Company be and is hereby accorded for appointment of Mrs. Mini Ipe (DIN: 07791184), as an Independent Director of the Company for a period of 5 years i.e., from March 27, 2025 to March 26, 2030 and she shall not be liable to retire by rotation, who has submitted a declaration that he meets the criteria of independence as provided in Section 149 of the Act.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

7. **To approve the 'Avantel Employees Stock Option Plan 2025'.**

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 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the "Act"); provisions contained in the Memorandum of Association and the Articles of Association of the Company; the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and circulars/notifications/guidance/frequently asked questions, if any issued thereunder, as amended from time to time (collectively, “SEBI (SBEBASE) Regulations, 2021”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s)/ consent(s)/ permission(s)/ sanction(s), as may be required, from the appropriate regulatory authorities/ institutions/ bodies including the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s)/ consent(s)/ permission(s)/ sanction(s), and which may be approved and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board, to introduce and implement "Avantel Employees Stock Option Plan 2025" (subject to necessary changes required to ensure compliance under Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Tax laws, accounting standards and other applicable laws), the salient features of which are furnished in the Explanatory Statement to this Notice and to create, grant, offer, issue and allot, at any time, to the present and/or future eligible employees of the Company working in India or abroad and/or Directors (including Whole-Time Directors but excluding promoters of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) of the Company and any other individuals/entities as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") under Avantel Employees Stock Option Plan 2025, not exceeding 45,00,000 (Forty Five Lakh) stock options exercisable into equity shares not exceeding 45,00,000 (Forty Five Lakh) equity shares of the Company (or such adjusted numbers for corporate action of the Company as prescribed in the Plan), having face value of Rs.2/- (Rupees Two only) per equity share, (or such adjusted face value as may be resulted from the event of sub-division of the equity shares) (not exceeding 1.84% (approx.) of the equity share capital of the Company) at an exercise price as may be determined by the Nomination and Remuneration Committee from time to time per option, in one or more tranches over a period of Four years or such further period as the Board may decide, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of Avantel Employees Stock Option Plan 2025 (“ESOP 2025 / Scheme / Plan”).

FURTHER RESOLVED THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, finalize, evolve, modify, decide upon, administer, superintend and implement Avantel Employee Stock Option Plan 2025, as the Board in its absolute discretion deems fit.

FURTHER RESOLVED THAT the Board be and is hereby authorized to issue and allot equity shares upon exercise of stock options, from time to time, granted under Avantel Employee Stock Option Plan 2025 and such equity shares allotted shall in all respects rank pari-passu inter-se and with the then existing equity shares of the Company.

FURTHER RESOLVED THAT as is required, the Company shall confirm to the accounting standards and policies as applicable to the Company, from time to time.

FURTHER RESOLVED THAT the Board be and is hereby authorised to alter the exercise price of the options which are not exercised as it deems fit, if the exercise price of the options is rendered unattractive due to fall in the market price of the share of Company and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP Plan 2025.

FURTHER RESOLVED THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2025, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2025, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2025.

FURTHER RESOLVED THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Avantel Employee Stock Option Plan 2025; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Avantel Employee Stock Option Plan 2025 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required.”

8. To consider and approve to extend 'Avantel Employees Stock Option Plan 2025' to the employees of its Subsidiary Company(ies).

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 62(1)(b) of the Companies Act, 2013 (the “Act”) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 including any modifications thereof or supplements thereto (“SBEB Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), and any other applicable laws for the time being in force and subject to such other consents, permissions, sanctions and approvals as may be necessary and subject to such consents, permissions, sanctions and approvals which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee including the Nomination and Remuneration Committee to exercise the powers conferred by this Resolution), consent and approval of the Shareholders be and is hereby accorded to extend the benefits of Avantel Employees Stock Option Plan 2025' (the “Scheme” or “Plan” or “ESOP 2025”) to such persons who are in the employment of the subsidiary company(ies) (whether now or hereafter existing, whether incorporated in India or overseas as may be from time to time be allowed under the prevailing laws, rules and regulations and / or any amendments thereto from time to time) of the Company, whether working in India or out of India and to the directors of the Company's subsidiary company(ies), and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board, and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the ESOP 2025.

FURTHER RESOLVED THAT for the purpose of creating, offering, issuing, allotting and listing of the Securities, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOP 2025 from time to time or to suspend, withdraw, or revive ESOP 2025 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board be authorized to determine terms and conditions of issue of the Securities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.”

9. **To approve grant of Employee Stock Options (ESOPs) equivalent exceeding 1% of the issued share capital of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, pursuant to Regulation 6(3)(d) and all other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”) as amended from time to time, and in accordance with such other circulars, rules, regulations and guidelines issued or that may be issued by SEBI and/or other appropriate authorities, from time to time, and further subject to such other approvals, permissions and sanctions as may be necessary, the approval of the members of the Company is accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Nomination and Remuneration Committee, designated as the Compensation Committee pursuant to Regulation 5 of SEBI (SBEBASE) Regulations, 2021 to exercise its powers, including the powers conferred under this resolution (hereinafter referred as “Compensation Committee”) to create, issue, offer, grant, allot and/or transfer Employee Stock Options (ESOPs), in one or more tranches, equal to or exceeding 1% (one per cent) of the issued capital of the Company at the time of grant of option, to the identified eligible employees of the Company during any one year, which shall be convertible into equivalent number of Equity Shares pursuant to the **“Avantel Employees Stock Option Plan - 2025”** (“Plan” or “ESOP 2025” or “Scheme”), on such terms and conditions as may be decided by the Board/Compensation Committee.

FURTHER RESOLVED THAT subject to compliance with applicable laws, the Compensation Committee be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Plan in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEBASE) Regulations, 2021) as amended from time to time or any new regulations as may be applicable to the Company in this regard and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members of the Company and to execute all such deeds, documents and writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan.

FURTHER RESOLVED THAT for the purpose of bringing into effect and implementing the Plan and generally for giving effect to these resolutions, any of the Director, Company Secretary and Chief Financial Officer of the Company be and are hereby jointly and/or severally authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for

such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of Equity Shares allotted under the scheme with the depositories, listing of Shares with the Stock exchanges etc. and may delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard.”

10. To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

“**RESOLVED THAT** in supersession of the special resolution passed by the members of the Company at the Annual General Meeting of the Company held on June 25, 2020, and pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors (“the Board”) to borrow, enhance or avail loan facility for the general, working capital and such other corporate purposes, any sum(s) of money, from time to time, including by way of issuance of debentures/bonds (including FCCBs), at their discretion from bank(s), financial institution(s), any other lending institution(s) or any other person(s) on such security and on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding an aggregate of Rs.200 Crore (Rupees Two Hundred Crores Only), notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

11. To create charges on the movable and immovable properties of the Company, both present and future, in respect to borrowings under Section 180 (1)(a) 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** in supersession of the resolution passed by shareholders of the Company through Annual General Meeting of the Company held on June 25, 2020, and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate / mortgage / pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies / individuals / any other instruments / securities for securing any loans of the Company or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

“RESOLVED THAT in supersession of the resolution passed by shareholders of the Company through Annual General Meeting of the Company held on June 25, 2020, and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and all other enabling provisions if any, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (“the Board”) to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies / any other person(s) and trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds (including FCCBs), and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities or for securing any loans of the Company or any other Group Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board) be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

12. To appoint M/s. P.S Rao & Associates, Firm of Company Secretaries in Practice as Secretarial Auditors for a term of up to 5 (Five) consecutive years, fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, M/s. P.S Rao & Associates, Firm of Company Secretaries in Practice be and are hereby appointed as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 40th Annual General Meeting of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ('the Board').

FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

13. To ratify the remuneration payable to Cost Auditors for the financial year ending 2025-26.

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. MPR & Associates, Cost Accountants (Firm Registration No.000413), appointed as Cost Auditors by the

Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 2025-26, amounting to Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025

NOTES:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.
2. The Ministry of Corporate Affairs (“MCA”) vide its General Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, has permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 35th AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.

e-AGM: The Company has appointed KFin Technologies Limited (KFintech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting e-AGM. The venue of the meeting shall be deemed to be the Registered Office of the Company.
3. Pursuant to the provisions of the circulars on the VC / OAVM (e-AGM) members can attend the meeting through login credentials provided to them to connect to Video Conference (VC) / Other Audio-Visual Means (OAVM). Physical attendance of the Members at the Meeting venue is not required. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to csmb sunil@gmail.com with a copy marked to cs@avantel.in.
5. In terms of Section 152 of the Act, Mr. Abburi Siddhartha Sagar (DIN: 02312563), Whole-time Director, retires by rotation at the AGM and being eligible, offers herself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended his re-appointment.
6. The members whose names shall appear on Company's Register of Members on June 12, 2025, in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
7. The Securities and Exchange Board of India (“SEBI”) and the Ministry of Corporate Affairs have made it mandatory for all the Listed Companies to offer Electronic Clearing Service (“ECS”), NEFT, RTGS facilities for payment of dividend, wherever applicable. This facility offers various benefits like timely credit of dividend to the shareholders account, elimination of loss of instruments in transit or fraudulent encashment, etc.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited at einward.ris@kfintech.com. Members are requested to submit a request letter mentioning Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updating of email address. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participants.

8. As per Regulation 40 of SEBI Listing Regulations, as amended from time to time, securities of listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for the ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Limited in this regard.
9. In line with the Ministry of Corporate Affairs ("MCA") vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at <https://www.avantel.in/investors>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Ltd respectively. The Notice and Annual Report is also available on the website of e-voting agency KFin Technologies Limited at the website address <https://evoting.kfintech.com>.

The Annual Report for the Financial year ended March 31, 2025 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report). A physical copy of the Annual Report shall be sent to those shareholders who request the same.

10. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in a single name are advised, in their own interest, to avail themselves of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
11. Members holding shares of the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent / Company. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before June 12, 2025, through email on cs@avantel.in. The same will be replied by the Company suitably.
13. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to

be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

14. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, unclaimed dividend amount of Rs.1,76,608/- of the Company for the Financial Year ended March 31, 2025, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.
15. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unclaimed Dividend amounts lying with the Company as on May 30, 2024 (date of last Annual General Meeting) on the website of the Company <https://www.avantel.in/investors> and also on the website of Ministry of Corporate Affairs.
16. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“Rules”), all shares on which dividend has not been claimed for seven consecutive years or more shall be transferred to IEPF Authority.

The Company has transferred 17,840 equity shares to Investor Education and Protection Fund during the financial Year ended March 31, 2025.

To Claim the equity shares and dividend which were transferred to the Investor Education and Protection Fund, the shareholders are requested to visit the website of the Company i.e., <https://www.avantel.in/investors> to know the procedure for claiming the Shares and Dividend transferred to the Investor Education and Protection Fund Authority.

The Shareholders who have not encashed the dividends are requested to make their claim to the Secretarial Department, Avantel Limited, Sy No.66 & 67, Plot No. 68 & 69, 4th Floor, Jubilee Heights, Jubilee Enclave, Madhapur, Hyderabad – 500081, Telangana State, India. e-mail: cs@avantel.in or einward.ris@kfinotech.com

17. The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFin Technologies Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to cs@avantel.in by 11:59 p.m. IST on or before June 18, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Form No. 15G/15H are available on the website of the Company i.e., <https://www.avantel.in/investors>.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to

avail the tax treaty benefits by sending an email to cs@avantel.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on or before June 18, 2025.

19. The Notice of AGM and Annual Report will be sent to those Members / beneficial owners whose name appears in the Register of Members / list of beneficiaries received from the Depositories as on Wednesday, May 23, 2025.
20. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
21. **Online application for Investor Query:** Members are hereby notified that our RTA , KFin Technologies Limited (Formerly known as KFin Technologies Private Limited), basis the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated Jun 08, 2023, have launched an online application which can be accessed at <https://ris.kfintech.com> > Investor Services > Investor Support.

Members are requested to register / sign up, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend , Interest , Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

QR code:

Investor Support
Centre



KFINTECH
Corporate
website



RTA
Website



RTA
Search



Online
application for
Investor Query



22. Senior Citizens - Investor Support

As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed to assist exclusively the Senior Citizens in redressing their grievances, complaints and queries. The special cell closely monitors the complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

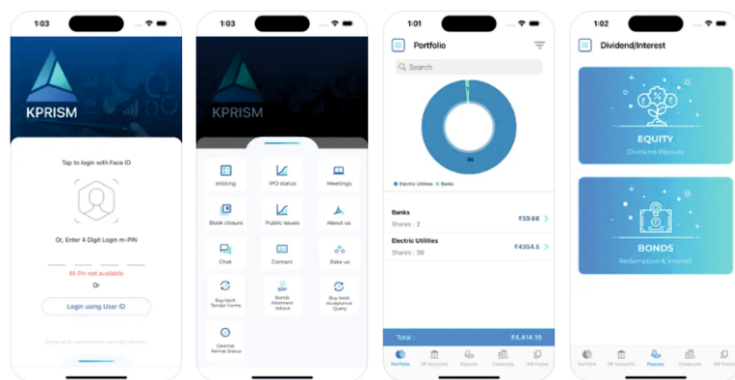
Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) have to provide the following details:

1. ID proof showing Date of Birth
2. Folio Number
3. Company Name
4. Nature of Grievance

A dedicated Toll-free number for Senior Citizens can also be accessed at 1-800-309-4006 for any queries or information

23. KPRISM Mobile App:

Mobile applications for all users to review their portfolio being managed by KFINTECH is available in Play store and App Store. Users are requested to download the application and register with the PAN number. Post verification, user can use functionalities like – Check portfolio / holding, check IPO status / Demat / Remat, track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query.



QR Code to
access KPRISM



24. SEBI, vide its circular dated 3 November 2021 (subsequently amended by circulars dated 14 December 2021, 16 March 2023 and 17 November 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE e-AGM THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MODE (“VC/OAVM”):

- Attending the e-AGM:** Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- Further, Members will be required to allow Camera, if any and hence use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Facility of joining the AGM through VC / OAVM shall be open 15 minutes before the time scheduled for the AGM.

6. Those Members who register themselves as speaker will only be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time for the AGM.
7. **Submission of Questions / queries prior to e-AGM:**

Members desiring any additional information with regard to Accounts/Annual Reports or having any questions or queries are requested to write to the Company Secretary on the Company's investor email id i.e., cs@avantel.in between Jun 18, 2025 (09.00 Hours IST) and June 20, 2025(17.00 Hours IST), so as to enable the Management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, shareholders holding shares as on cut-off date may also visit <https://evoting.kfintech.com/> and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.
8. **Speaker Registration before e-AGM:** Shareholders who wish to register as speakers at the AGM are requested to visit <https://evoting.kfintech.com/> register themselves between June 18, 2025 (09.00 Hours IST) and June 20, 2025 (17.00 Hours IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Facility of joining the AGM through VC / OAVM shall be available to 2000 members on first come first served basis. However, the participation of members holding 2% or more shares, promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
10. Members who need technical assistance before or during the AGM, can contact KFintech at <https://evoting.kfintech.com/>

INSTRUCTIONS FOR E-VOTING:

In terms of the provisions of Section 108 and 109 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this Section of the Notice) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on June 12, 2025 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process both remote e voting and e voting during e-AGM.

Pursuant to SEBI circular - SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/website of Depository(ies)/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

The procedure and instructions for e-voting are as follows:

Step 1:

Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 2:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 3:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

Details on Step 1 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.


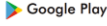


Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- A. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- B. Enter the login credentials provided in the email and click on Login.
- C. Password change menu appears when you login for the first time with default password. You will be required to mandatorily change the default password.
- D. The new password should comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,).
- E. Update your contact details like mobile number, email address, etc. if prompted. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- F. Login again with the new credentials.
- G. On successful login, the system will prompt you to select the “EVENT” i.e., “Avantel Limited.”
- H. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together shall not exceed your total shareholding as mentioned above. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- I. Members holding multiple folios may choose to vote differently for each folio / demat account.
- J. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm the voting on the resolution, you will not be allowed to modify your vote thereafter. During the voting period, members can login multiple times and vote until they confirm the voting on the resolution by clicking “SUBMIT”.
- K. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer through email at and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'AVANTEL_EVENT No'
- L. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KF in on 1800 – 309 - 4001 (Toll Free).

Details on Step 2 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>A. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>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 and proceed with completing the required fields. After successful registration, please follow the steps given above (A) to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open web browser and type 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 “Login” icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website for casting your vote during the e-voting period.

	<p>D. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <p>   </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>A. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> 1. Open web browser and type: and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. The option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links to ESPs. Click on KFintech to cast your vote. <p>B. User not registered for Easi/Easiest</p> <p>Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above (A) to cast your vote.</p> <p>C. By visiting the e-voting website of CDSL:</p> <ol style="list-style-type: none"> 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2 After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
<p>Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)</p>	<ol style="list-style-type: none"> 1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider - KFintech and you will be redirected to e-voting service provider website 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 Forgot user ID and Forgot Password option available at respective websites.

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
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

Those members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, by following the procedure mentioned below:

- A. Shareholders, whose email address is not registered with the Company / RTA or with their respective Depository Participant(s) are requested to register their e-mail address in the following manner:
- Shareholders holding shares in physical form can register their e-mail id and mobile number with the RTA by sending an e-mail to RTA at einward.ris@kfintech.com.
 - Shareholders holding shares in demat mode may update the e-mail address and mobile number through their respective Depository Participant(s).

Please note that registration of e-mail address and mobile number is now mandatory while voting electronically and joining virtual meetings.

- B. KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) of the Company has launched a unified platform “KPRISM” for the benefit of shareholders. KPRISM is a self-service portal can be accessed at [https://ris.kfintech.com/default.aspx#> Investor Services > Investor Support](https://ris.kfintech.com/default.aspx#>Investor%20Services%20>Investor%20Support), that enables the shareholders to access their portfolios serviced by KFIN, and check details like dividend status and make request for annual reports, change of address, update bank mandate, download standard forms, etc.

Members are requested to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e-Meeting and e-Voting details.

Quick link to access the signup page: <https://kprism.kfintech.com/signup>

Also, members are required to furnish physical copies of self-attested Form ISR-1, PAN, Aadhaar, Cancelled Cheque, along with a request letter to KFin Technologies Limited for verification of KYC documents.

In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1-800-309-4001.

Details on Step 3 are mentioned below:

Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVENT of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. As the AGM is being conducted through VC /OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email id.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- viii. Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on a first come first served basis.
- ix. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

INSTRUCTIONS FOR MEMBERS FOR VOTING DURING THE E-AGM SESSION:

1. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
2. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
3. Members/shareholders attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.
4. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

GENERAL INSTRUCTIONS:

1. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.

2. Members opting for e-voting, for which the USER ID and initial password are provided in a separate sheet. Please follow steps under heading 'INSTRUCTIONS FOR E-VOTING' above to vote through e-voting platform.
3. The e-voting period commences from **9.00 Hours (IST) on June 20, 2025, to 17.00 Hours (IST) on June 22, 2025**. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of June 12, 2025, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
4. The Company has appointed Mr. M B Suneel (Membership No. ACS 31197 and CP No. 14449) of M/s. P S Rao & Associates, Practising Company Secretaries as the Scrutiniser to conduct the voting process (e-voting and poll) in a fair and transparent manner
5. The Scrutinizer shall, within a period not exceeding 48 hours from the conclusion of the Annual General Meeting unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report containing the details with respect to votes cast in favour, against, neutral/abstained, shall submit the Report to the Chairman of the Company.
6. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 35th Annual General Meeting of the Company scheduled to be held on Monday, June 23, 2025, the results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.avantel.in/investors> and on the website of KFintech, <https://evoting.kfintech.com/> within 48 hours of conclusion of the Annual General Meeting.

GENERAL INFORMATION:

1. The Company's equity shares are Listed at BSE Limited, Phiroze JeeJeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra, India and National Stock Exchange of India Limited, Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, India; the Company has paid the Annual Listing Fees to the said Stock Exchanges for the year 2024-2025.
2. Members are requested to send all communication relating to shares (Physical and Electronic) to the Company's Registrar and Share Transfer Agent at KFIN Technologies Limited (Unit: Avantel Limited), Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Rangareddy, Telangana State, India.
3. Register of Directors and Key Managerial Personnel (KMP) and their shareholding under Section 170 of the Companies Act, 2013 and the rules made thereunder, and Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the rules made thereunder are available for inspection at the registered office of the Company.
4. As required under Listing Regulations and Secretarial Standard - 2 on General Meetings, details in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are separately annexed hereto. Directors seeking appointment / re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Companies Act, 2013 including rules framed thereunder.

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abhuri Vidyasagar

Chairman & Managing Director

DIN: 00026524

Place: Hyderabad

Date: April 26, 2025

EXPLANATORY STATEMENT

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

Item No. 3

To appoint a director in place of Mr. Abburi Siddhartha Sagar (DIN: 02312563), who retires by rotation and being eligible, offers himself for re-appointment.

Annexure to the Notice Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting on Monday, June 23, 2025, <i>[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)</i> <i>Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by</i> <i>the Institute of Company Secretaries of India]</i>		
Sl. No.	Particulars	Name of the Director
		Mr. Abburi Sidhartha Sagar
1.	DIN	02312563
2.	Date of birth and Age	26/11/1987; 37 Years
3.	Qualification	Postgraduate in MBA (Masters in Business Administration) from WP Carey, Arizona State University and a Master's Degree in Computer Science from Ira A Fulton Schools of Engineering, Arizona State University.
4.	Experience and expertise in specific functional areas	More than 14 years of experience in Sales, Business Management, Business Development, Technology and Strategic Planning.
5.	Brief Profile	The profile of Mrs. Abburi Sarada is enclosed in the Corporate Governance Report forming part of Annual Report.
6.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Son of Dr. Abburi Vidyasagar, Chairman & Managing Director and Mrs. Abburi Sarada, Whole-Time Director and CFO.
7.	Nature of appointment (appointment/re-appointment)	Retires by rotation and offers himself for re-appointment.
8.	Terms and Conditions of appointment / re-appointment	Appointment as a Whole-Time Director subject to retirement by rotation.
9.	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.48,00,000/- per annum.
10.	Date of first appointment on the Board	01/03/2021
11.	Shareholding in the company including shareholding as a beneficial owner;	Holds 1,90,16,460 (7.77%) Equity Shares
12.	The number of Meetings of the Board attended during the year	6 out of 6
13.	Directorship Details of the Board	M/s. Imeds Global Private Limited M/s. Wiki Kids Private Limited
14.	Membership / Chairmanship of Committees of other Boards	Nil

Item No: 4

Dr. Abburi Vidyasagar was appointed as Managing Director of the Company vide Board Resolution dated January 27, 2022, and Shareholders resolution dated May 30, 2022, for a period of 3 years i.e., from April 1, 2022, to March 31, 2025, with a remuneration of Rs.36,00,000/- (Rupees Thirty Six Lakhs only) per annum. The tenure of Dr. Abburi Vidyasagar as Managing Director of the Company was expired on March 31, 2025. Taking into consideration his rich experience and contribution to the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of the members at the ensuing AGM, had passed a resolution on March 27, 2025, approving the re-appointment of Dr. A. Vidyasagar as the Managing Director of the Company for a further period of three (3) years with effect from April 1, 2025 to March 31, 2028, at a remuneration of Rs.36,00,000/- (Rupees Thirty Six Lakhs Only) per annum along with a perquisite of rent-free accommodation, as approved by the Nomination and Remuneration Committee w.e.f. 01.04.2025. In addition to the above-mentioned salary and perquisites, Dr. A. Vidyasagar is also eligible for commission of 3% on net profits of the Company in pursuance of Section 198 of the Companies Act, 2013.

Keeping in view of his rich experience in the industry and having been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Dr. A. Vidyasagar as Managing Director.

Dr. Abburi Vidyasagar (64 Years) is a Postgraduate in Electronics and Communication Engineering. He did his B. Tech from JNTU, Kakinada, Andhra Pradesh from 1977 to 1981 and did his Master of Engineering from IIT, Kharagpur from 1981 to 1983. He also did Master of Business Administration from Osmania University, Hyderabad in the year 1989-1991. Dr. A. Vidyasagar received Doctorate from JNTU, Hyderabad for his outstanding work on E-Learning Methodologies.

Dr. A. Vidyasagar promoted Avantel Limited in 1990, a technology driven research-oriented Company and developed world-class infrastructure for design, manufacture and development of Wireless Products for Defence, Satellite Communications and Export Markets. Avantel with a team of engineers developed satellite communication products for voice and data communication working on Indian Satellites for various platforms like ships, submarines, aircrafts and helicopters. These products and solutions enhanced self-reliance of the Indian defence services and enabled network centric communication between mobile platforms of Indian Navy complying with military standards.

Following are few of his career achievements:

- Designed Micro Electronic Modules for Fighter Aircrafts and Electronic Warfare Systems.
- Designed Communications Equipment for Ground-to-Air and Air-to-Air Communications in Fighter Aircrafts.
- Project Appraisal for Techno-Economic feasibility of Technology driven SMEs in the areas of Electronics, Telecom, information Technology and Medical Services, Software Development and Project Management.
- Establishment of Software development centre for software export services.

Avantel has won the following accolades under his leadership:

- Avantel has been awarded “IEI Industry Excellence Awards” for the Year 2018
- Avantel has been awarded with "India SME 100 Awards" for the year 2018 by India SME forum.
- Avantel has been awarded “SME Empowering India Awards 2018” under the category of “Electronic Goods & Services 2018” by Arrucus Media Private Limited in coordination with National Productivity Council in May 2018.

- Avantel has been awarded with "ELCINA Defennovation Awards 2018" in Excellence in R&D - MSME Category

Dr. A. Vidyasagar is Chairman and Managing Director in Avantel Limited, Director in Imeds Global Private Limited and Wiki Kids Private Limited.

Dr. A. Vidyasagar holds 3,89,92,324 (15.93%) equity shares in the Company.

Dr. A. Vidyasagar is spouse of Mrs. A. Sarada, Whole Time Director & CFO of the Company and father of Mr. Abburi Siddhartha Sagar, Whole Time Director. Other than the said Directors, he is not related to any other Director or Manager or the Key Managerial Personnel of the Company.

Dr. A Vidyasagar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

(1) Nature of Industry:

The Company has over three decades of experience in Design, Development, Manufacturing, System Engineering, Deployment and After Market Support for a wide range of defence electronics products. The company offerings are either import substitutes or purely indigenous thus directly contributing towards making India truly self-reliant. Our core competencies include Wireless & Satellite systems, RF System Design, Embedded Systems & Signal Processing, Network Management & Software Development and Engineering & IT Services. The company invests its time and resources to constantly scale & upgrade in emerging technologies as per the needs of its customers.

(2) Date or expected date of commercial production:

The company was incorporated in the year 1990 and commercial production commenced simultaneously.

(3) In case of new companies, an expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

(4) Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Total Revenue	24,848.36	22,391.75
Net Profit / Loss Before Tax (PBT)	8,271.56	7,447.31
Net Profit (PAT)	5,991.55	5,545.09

(5) Foreign investments or collaborations, if any: Nil

(II) Information about the appointee

(1) Background details:

Dr. Abburi Vidyasagar did his bachelor's in technology from Jawaharlal Nehru Technological University, Kakinada also did his master's in engineering from IIT, Kharagpur and He also did Master of Business Administration from Osmania University, Hyderabad in the year 1989-1991. Dr. Abburi Vidyasagar received a Doctorate from JNTU, Hyderabad for his outstanding work on E- Learning.

(2) Past remuneration:

Dr. Abburi Vidyasagar was drawing a remuneration of Rs.36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum plus commission in the previous financial year.

(3) Recognition or awards:

During his tenure as the Managing Director, the company had bagged many prestigious awards like (a) "Excellence in Indigenous Development" by Society of Indian Aerospace Technologies & Industries (SIATI), Bangalore in September 2014 (b) "SME Excellence Award in innovation - for Electronic Goods & Component Sector" by Karnataka Small & Medium Business Owner's Association (KSMBOA) in July 2015 (c) "IEI Industry Excellence Award 2015" by the Institute of Engineers (India) in the 30th Indian Engineering Congress held at Guwahati in Dec 2015 (d) "India SME 100 Awards" for the year 2016 by India SME forum (e) patent for "Integrated UHF (Satcom& LOS) for Voice and Data Communication to work with Indian Satellite" in December 2016. Avantel has been awarded "IEI Industry Excellence Awards" for the Year 2018. (f) Avantel has been awarded with "India SME 100 Awards" for the year 2018 by India SME forum. (g) Avantel has been awarded "SME Empowering India Awards 2018" under the category of "Electronic Goods & Services 2018" by Arrucus Media Private Limited in coordination with National Productivity Council in May 2018. (h) Avantel has been awarded with "ELCINA Defennovation Awards 2018" in Excellence in R&D - MSME Category

(4) Job profile and his suitability:

Dr. Abburi Vidyasagar is a dedicated and committed personality with rich experience of more than three decades in telecommunications, software and satellite communication sectors. During his tenure as the Managing Director, he made significant contributions to the company.

Keeping in view that Dr. Abburi Vidyasagar has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time it would be in the interest of the Company, the Resolution is commended for your approval.

(5) Remuneration proposed:

The board has recommended a remuneration of Rs.36,00,000/- (Rupees Thirty-Six Lakhs Only) per annum along with the superannuation benefits as per the service rules of the company and a requisite of Rent-Free Accommodation with effect from 1st April 2025.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):

The proposed remuneration of Dr. Abburi Vidyasagar is in line with the remuneration being paid to the Managing Director in the relevant industry.

Considering the background, competence and experience of Dr. Abburi Vidyasagar, the proposed remuneration as set out in the resolution is considered to be fair, just and reasonable.

(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Besides the proposed remuneration, Dr. Abburi Vidyasagar is the spouse of Smt. Abburi Sarada, Whole Time Director & CFO of the Company. As on 31.03.2025, Dr. Abburi Vidyasagar holds 3,89,92,324 equity shares constituting 15.93% of total equity share capital of the Company. He does not have any directorship or membership of the Board in any other listed Companies.

III. Other information:

1. Reasons for loss or inadequate profits:

At present the financial performance of the company is good and possesses adequate profits. Further, due to the delay in government procedures to finalize the orders and realization of the payments after execution of such projects there may be inadequate profits in any of the financial years in the near future.

2. Steps taken or proposed to be taken for improvement:

The operations of the company are being scaled up to increase revenues.

3. Expected increase in productivity and profits in measurable terms:

We expect a substantial increase in approval and implementation of various government projects leading to good improvement in operating margins.

The Board of Directors recommend the resolution in relation to the re-appointment of the Managing Director, for the approval of the shareholders of the Company in this resolution set out at item no. 4.

Item No. 5

Smt. Abburi Sarada was appointed as Whole Time Director of the Company vide Board Resolution dated May 6, 2022, and Shareholders resolution dated May 30, 2022, for a period of 3 years i.e., from May 8, 2022, to May 7, 2025, with a remuneration of Rs.18,00,000/- (Rupees Eighteen Lakhs only) per annum. The tenure of Smt. Abburi Sarada as Whole Time Director of the Company was expired on May 7, 2025. The members of the board, based on the recommendation of the Nomination and Remuneration Committee, on March 27, 2025, have reappointed her for a further period of Three (3) years with a remuneration of Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum, with effect from May 8, 2025, subject to the approval of the members at the ensuing Annual General Meeting of the company.

She holds master's degrees in business administration from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her bachelor's in communication and journalism from Padmavathi University. Mrs. Sarada has been associated with Avantel Limited since 1992. She has over 30 Years of experience in Finance and Banking. She has made a significant contribution to the growth of Avantel Limited during her tenure as Director of the Company. Mrs. Sarada is presently Whole Time Director & Chief Financial Officer (CFO) at Avantel Limited and Director of Imeds Global Private Limited.

Keeping in view of her rich and varied experience and her involvement in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Smt. Abburi Sarada as the Whole-Time Director. Smt. A Sarada does not have any other directorship or membership of committee of the Board in any other listed Company. The Board of Directors recommends a resolution in relation to the re-appointment of Whole Time Director, for the approval of the shareholders of the Company. The Employment Agreement containing the terms and Conditions of the appointment of Smt. Abburi Sarada, would be available for inspection by members on the website of the Company.

Smt. Abburi Sarada is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The following is the additional information as per Section II of Part II of Schedule V of the Companies Act, 2013:

I. General Information

- (1) Nature of industry: The Company has over three decades of experience in Design, Development, Manufacturing, System Engineering, Deployment and After Market Support for a wide range of defence

electronics products. The company offerings are either import substitutes or purely indigenous thus directly contributing towards making India truly self-reliant. Our core competencies include Wireless & Satellite systems, RF System Design, Embedded Systems & Signal Processing, Network Management & Software Development and Engineering & IT Services. The company invests its time and resources to constantly scale & upgrade in emerging technologies as per the needs of its customers.

- (2) Date or expected date of commercial production: The company was incorporated in the year 1990 and the commercial production commenced simultaneously.
- (3) In case of new companies, an expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

(Rs. In Lakhs)

Particulars	Financial Year 2024-25	Financial Year 2023-24
Total Revenue	24,848.36	22,391.75
Net Profit / Loss Before Tax (PBT)	8,271.56	7,447.31
Net Profit (PAT)	5,991.55	5,545.09

- (5) Foreign investments or collaborations, if any: Nil

(II) Information about the appointee

- (1) Background details:

holds master's degrees in business administration from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her bachelor's in communication and journalism from Padmavathi University. Mrs. Sarada has been associated with Avantel Limited since 1992. She has over 30 Years of experience in Finance and Banking.

- (2) Past remuneration: Smt. Abburi Sarada, was drawing up a remuneration of Rs.18,00,000/- (Rupees Eighteen Lakhs only) per annum in the previous financial year.
- (3) Recognition or awards: Smt. Abburi Sarada (DIN: 00026543), played a vital role as the Whole Time Director, during her tenure, the company has bagged many prestigious awards like:
 - (a) “Excellence in Indigenous Development” by Society of Indian Aerospace Technologies & Industries (SIATI), Bangalore in September 2014
 - (b) “SME Excellence Award in innovation - for Electronic Goods & Component Sector” by Karnataka Small & Medium Business Owner's Association (KSMBOA) in July 2015
 - (c) “IEI Industry Excellence Award 2015” by the Institute of Engineers (India) in the 30th Indian Engineering Congress held at Guwahati in Dec 2015
 - (d) “India SME 100 Awards” for the year 2016 by India SME forum
 - (e) Patent for “Integrated UHF (Satcom& LOS) for Voice and Data Communication to work with Indian Satellite” in December 2016.
 - (f) “IEI Industry Excellence Awards” for the Year 2018.
 - (g) “India SME 100 Awards” for the year 2018 by India SME forum.

- (h) “SME Empowering India Awards 2018” under the category of “Electronic Goods & Services 2018” by M/s. Arrucus Media Private Limited in coordination with National Productivity Council in May 2018.
- (i) “ELCINA Defennovation Awards 2018” in Excellence in R&D - MSME Category.
- (j) “FTCCI Excellence Award” under the category of “Excellence in Research & Development (Micro and Small Enterprise)” by The Federation of Telangana chambers of Commerce and Industry-FTCCI. (k) “TOP 25 Innovative Company by CII Industrial Innovation Awards 2019” by CII
- (4) Job profile and her suitability: Smt. Abburi Sarada was associated with Avantel Limited since 1992 and had made a significant contribution to the growth of the company during her tenure as Director and Chief Financial Officer (CFO). Keeping in view of her rich and varied experience in the industry and her involvement in the operations of the Company over a long period of time, it would be in the interest of the Company, the resolution is commended for your approval.
- (5) Remuneration proposed: The board has recommended for a remuneration of Rs.30,00,000/- (Rupees Thirty Lakhs Only) per annum along with the superannuation benefits as per the service rules of the company with effect from May 8, 2025.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of origin):
The proposed remuneration of Smt. Abburi Sarada is in line with the remuneration being paid to any Director in the relevant industry. Considering the background, competence and experience of Smt. Abburi Sarada, the proposed remuneration as set out in the resolution is considered to be fair, just and reasonable.
- (7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.
Besides the proposed remuneration, Smt. Sarada is the spouse of Dr. Abburi Vidyasagar, Chairman & Managing Director and mother of Mr. Abburi Siddhartha Sagar, Whole-Time Director. Other than the said Directors, she is not related to any other Director or Manager or the Key Managerial Personnel of the Company. As on 31.03.2025, Smt. Abburi Sarada holds 1,50,74,940 equity shares constituting 6.16% of total equity share capital of the Company.

The Board of Directors recommend the resolution in relation to the re-appointment of Smt. Abburi Sarada, as Whole-Time Director of the Company, for the approval of the shareholders of the Company in this resolution set out at item no. 5.

Item No. 6

Pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide resolution dated March 27, 2025, appointed Mrs. Mini Ipe as an Additional Director in the capacity of Independent Director of the Company, for a term of 5 years with effect from March 27, 2025 to March 26, 2030, subject to approval of members of the Company.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through a special resolution.

In the opinion of the Board and the Nomination and Remuneration Committee, the following are the core skills/expertise/competencies required for the Independent Director in the context of the Company's business: Wide Management and Leadership Experience, Functional and Managerial experience, Diversity, Personal Values and Corporate Governance, among others.

Brief Profile of Mrs. Mini Ipe:

Mrs. Mini Ipe, aged 61 years, was the Managing Director of Life Insurance Corporation of India (LIC) since August 2, 2021, and retired on August 31, 2023. As Managing Director of LIC, she was overseeing functions relating to Pension & Group Schemes, Marketing – CLIA, CRM-Policy Servicing/Claims/Annuities, Finance & Accounts/Taxation, Actuarial, Investment Front Office, Corporate Governance/ Compliance/ Golden Jubilee/ Liaison, Board Secretariat, Audit and RTI department. She led the Initial Public Offerings (IPO) of Life Insurance Corporation of India. She has rich and diverse experience of more than 38 years in the insurance sector. She has worked in various capacities and handled important assignments with great success. She was Zonal Manager In-charge of South-Central Zone, Hyderabad and holds distinction of being the first Lady Zonal Manager (In-charge) of LIC. She has handled the portfolios of personnel, marketing, estates, international operations, legal etc. She was Director & CEO of LICHFL Financial Services Ltd. and was instrumental in taking LICHFL Financial Services Ltd. to new heights in business revenue and profits during her tenure. She has been recognized as 'India's top 100 women in finance' in the year 2020 by the Association of International Wealth Management of India. She holds a master's degree in commerce from Andhra University. She has also completed the certification programme in IT and Cyber Security for Board Members from the Institute for Development and Research in Banking Technology (established by the Reserve Bank of India).

A notice under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing the candidature of Mrs. Mini Ipe.

The Company also received from Mrs. Mini Ipe: i) consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; ii) Intimation in Form DIR-8 pursuant to terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified as per Section 164(2) of the Companies Act, 2013; and iii) a declaration to the effect that she meets the criteria of independence as provided under Section 149 of the Companies Act, 2013.

The Resolution set out at Item No.6 of the notice is put forth for consideration by the members as a Special Resolution pursuant to Section 149 read with Schedule IV of the Companies Act, 2013 for the appointment of Mrs. Mini Ipe as an Independent Director of the Company.

The Letter of appointment of Mrs. Mini Ipe setting out the terms and conditions of appointment shall be available for inspection by members at the Registered / Corporate Office of the Company during normal business hours on any working day.

Keeping in view of her vast expertise and knowledge, it is proposed by the Management of the Company that Mrs. Mini Ipe be appointed as an Independent Director of the Company.

She does not hold any equity shares in the Company and is not debarred from holding the office of the Independent Director by virtue of any Order of SEBI or any other Authority.

Except Mrs. Mini Ipe, none of the Directors on the Board or Manager or the Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in the above Resolution set out at Item No.6 of the Notice.

Your directors recommend the Special Resolution for your approval.

Item No. 7, 8 & 9

Your Company believes that equity-based compensation plans are an effective instrument to align employee compensation to long term performance of the Company and also enhances overall shareholders' value creation. With a view to drive long term performance, retain key talent, attract new talent, and to provide an opportunity for the employees to participate in the growth of the Company, it is proposed to implement a stock option plan namely 'Avantel Employees Stock Option Plan 2025' ("ESOP 2025 / Scheme / Plan") to cover eligible employees of the Company.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee" or "NRC") formulated the detailed terms and conditions of the Plan, which was duly approved by the Board of Directors at their Meeting held on March 27, 2025. The Plan shall be adopted and implemented, subject to further approval of the Members of the Company.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI Regulations"), the Company seeks approval of the Members for adoption and implementation of the Plan and grant of stock options thereunder to the employees of the Company and its Subsidiary Company(ies), as the Committee may decide under the Plan in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws. The management also proposes to extend stock options to employees of the subsidiary company under the 'Avantel Employee Stock Option Plan 2025', as per Regulation 6 of the SEBI SBEB Regulations. However, this extension is subject to approval by the shareholders of the Company.

Disclosure/main features of ESOP 2025 pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the Companies Act, 2013 are as follows:

- i. Brief description of the Plan:** In view of the aforesaid background, the "Avantel Employee Stock Option Plan 2025" contemplates grant of options to eligible employees of the Company. The objective of the Plan is to reward the Employees for association, dedication and contribution to the goals of the Company. The Company intends to use this Plan to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company views Employee Stock Options as instruments that would enable the Employees to get a share in the value, they create for the Company in the years to come. The Key objectives of this Plan are as under:
- a) To create sense of ownership amongst Employees through equity-based compensation and provide them an opportunity to partner in the success of business.
 - b) To attract premium talent to join the Company.
 - c) Retention of key talent within the Company.
 - d) Recognizing contributions of the Employees who are crucial for the success of the Company in the long run.
 - e) Provide an opportunity for wealth sharing with Employees.

The vesting of the options shall be in accordance with conditions as determined by the Nomination and Remuneration Committee. There shall be a minimum period of One Year between Grant of Options and Vesting of Options. Upon a valid Exercise of a Vested Option by a Participant, each Vested Option will entitle the Participant to 1 (one) Share of the Company.

- ii. The total number of options to be offered and granted:** The total number of stock options to be granted in one or more tranches under the Plan shall not exceed 45,00,000 (Forty-Five Lakh), representing 1.84% (approx.) of the equity share capital of the Company post completion of the proposed issue of the Bonus shares

to the Equity Shareholders of the Company. Each option when exercised, would be converted into one equity share of Rs.2/- each (Rupees Two Only) fully paid-up.

Further, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the stock options granted. In this regard, the Committee shall adjust the number and price of the stock options granted in such a manner that the total value of the options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional stock options are issued by the Company for making such fair and reasonable adjustment, the aforesaid ceiling, shall be deemed to be increased to the extent of such additional options issued.

- iii. **Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):** Please refer to the table given above defining the eligible employees as per the Plan.
- iv. **Requirements of Vesting and period of Vesting/maximum period within which the options benefits shall be vested:** The vesting of the options shall be in accordance with conditions as determined by the Nomination and Remuneration Committee. Pursuant to the Plan there shall be a minimum period of one year between Grant of Options and Vesting of Options. Further options granted under Plan, shall vest after expiry of a minimum of 1 (One) year but not later than maximum of 4 (Four) years from the date of Grant, in the manner as decided by the Nomination and Remuneration Committee.
- v. **Exercise price, purchase price or pricing formula:** The exercise price will be determined by the Nomination and Remuneration Committee at the time of Grant of Options and as detailed in the Grant Letter which shall be at a discount of not more than 70% of the price as defined below, whichever is lower:
 - a) Closing price of the Share prior to the date of grant; or
 - b) Three months volume weighted average price preceding the grant date.However, the exercise price per Option shall not be less than the face value of the equity shares of the Company.
- vi. **Exercise period/offer period and process of exercise/acceptance of offer:** The Options may be Exercised by the Participant upon Vesting subject to the terms and conditions as may be determined by the Nomination and Remuneration Committee and as set forth under the Plan.
- vii. **The appraisal process for determining the eligibility of employees for the scheme(s):** In determining the eligibility of an Employee to receive an Option under the Plan as well as in determining the number of Options to be granted to any Employee, the Nomination and Remuneration Committee shall formulate the criterion for Grant of Options based on, but not limited to, 1 (one) or more of the following: a) Number of years of service of the Employee; b) Grade / level of the Employee; c) Performance of the Employee; d) Future potential of the Employee; e) Role criticality, based on the function leader's assessment of the individual and role; and / or f) Any other criteria as may be determined by the Nomination and Remuneration Committee.
- viii. **Maximum number of options to be offered and issued per employee and in aggregate:** Based on the eligibility criteria set out in the plan, the Nomination and Remuneration Committee (NRC) will decide.
- ix. **Maximum quantum of benefits to be provided per employee:** The maximum quantum of benefits underlying the stock options issued to an eligible employee shall depend upon the number of stock options held by the employee and the market price of the equity shares as on the date of sale.
- x. **Whether the Plan is to be implemented and administered directly by the Company or through a trust:** The Company shall directly implement and administer the Avantel Employees Stock Option Plan 2025 through the Board/the Nomination & Remuneration Committee.

- xi. Whether the Plan involves new issue of shares by the Company or secondary acquisition by the trust or both:** Company shall issue new shares on exercise of stock options under the Avantel Employee Stock Option Plan 2025.
- xii. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:** Not Applicable
- xiii. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s):** Not Applicable
- xiv. A statement to the effect that the company shall conform to the accounting policies specified:** Members are requested to note that the Company shall confirm to the applicable Accounting Standards and Policies as applicable to the Company, from time to time.
- xv. the method which the company shall use to value its options:** The company adopts the Fair Value method for valuing the stock options.
- xvi. Period of lock-in:** The equity shares allotted upon exercise of stock options under the Plan are not subject to any lock in period.
- xvii. Terms & conditions for buyback, if any, of specified securities covered under these regulations:** None
- xviii. The conditions under which option vested in employees may lapse:** The specific circumstances under which employees' options may lapse are subject to the terms and conditions as may be determined by the Nomination and Remuneration Committee and as set forth under the Plan.
- xix. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:** The employee shall exercise the vested options subject to the terms and conditions as may be determined by the Nomination and Remuneration Committee and as set forth under the Plan.

Approval of the Members is sought in terms of Section 62 of Companies Act, 2013 and rules made thereunder, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other applicable provisions of law, for the issuance of stock options convertible into equity shares of the Company to Employees under the Avantel Employees Stock Option Plan 2025. The Board/ Nomination and Remuneration Committee shall have the absolute authority to vary or modify the terms hereinabove in accordance with and subject to all applicable guidelines which may be stipulated by SEBI, RBI or otherwise.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent of Equity Shares held by them in the Company or the Options that have been/may be granted under the Plan.

Your directors recommend the resolution set out at Item no. 7, 8 and 9 for approval of the Members by way of Special Resolutions.

Item No. 10 & 11

As per the provisions of Section 180(1)© of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company. Considering the expansion of its business operations, the Company has initiated a growth strategy to scale its activities. It is actively exploring various project development opportunities, resulting in a strong project pipeline. To effectively pursue these value-driven opportunities, timely access to specific funding options is essential. This will enable the company to pursue, finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain board and shareholder approval for increasing the borrowings limits

from Rs.100 Crore Crores (Rupees One Hundred Crores Only) to Rs.200 Crore Crores (Rupees Two Hundred Crores Only) under section 180(1)(c). It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium but that shall not to exceed Rs.200 Crores (Rupees Two Hundred Crores Only). The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 empowered the Board by way of special resolution to hypothecate/mortgage/pledge and/ or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company, within the overall ceiling prescribed by the members of the Company in terms of Section 180 (1)(c) of the Companies Act, 2013. As the borrowing limit of Section 180 (1)(c) is sought to be enhanced, it is proposed to seek a fresh consent of the members in terms of Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company as and when necessary to secure the borrowings from time to time, within the overall ceiling approved by the Members of the Company, in terms of Section 180(1) (c) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 and 11.

The Board of Directors recommends the special resolution as set out in item no. 10 and 11, for approval.

Item No. 12

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on April 26, 2025, have approved and recommended the appointment of M/s. P S Rao & Associates, Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 40th AGM of the Company to be held in the Year 2030 on following terms and conditions:

- a. Term of appointment: Up to 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 40th AGM.
- b. Proposed Fees: At such fee plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit as determined by the Board of Directors from time to time.
- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- d. Credentials: M/s. P S Rao & Associates ('Secretarial Audit Firm'), established in the year 1994, is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 30 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate.

M/s. P S Rao & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of the provisions of the Act & Rules made thereunder and SEBI LODR Regulations. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No.12 for approval of the Members as an Ordinary Resolution.

Item No. 13

The Board of Directors of your Company, pursuant to the recommendation of the Audit Committee, at its meeting held on April 26, 2025, has appointed M/s. MPR & Associates, Cost Accountants, (Registration No. 000413) as the Cost Auditor of the Company for the F.Y. 2025-26, at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only).

In accordance with Rule 14 of the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the Shareholders and hence the resolution at No.13 in the Notice attached herewith is put up for the consideration of the shareholders.

Hence, the respective resolution is recommended for your consideration and approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.13 in the Notice attached herewith.

Your directors recommend the Ordinary Resolution for your approval.

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abhuri Vidyasagar

Chairman & Managing Director

DIN: 00026524

Place: Hyderabad

Date: April 26, 2025

Annexure to the Notice
Details of Directors seeking Appointment/Re-appointment
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Sl. No.	Particulars	Name of the Director		
		Dr. Abburi Vidyasagar	Mr. Abburi Sarada	Mrs. Mini Ipe
1.	DIN	00026524	00026543	07791184
2.	Date of birth and Age	15-06-1960; 64 Years	14-10-1964; 60 Years	19-08-1963; 61 Years
3.	Qualification	Postgraduate in Electronics and Communication Engineering, B. Tech from Jawaharlal Nehru Technological University (JNTU), Kakinada, Postgraduate in MBA (Masters in Business Administration) from Osmania University and Ph.D from JNTU, Hyderabad.	Postgraduate in MBA (Masters in Business Administration) from Madurai Kamaraj University. She did her Bachelor of Commerce from Osmania University and has also completed her Bachelors in Communication and Journalism from Padmavathi University.	Master's Degree in Commerce from Andhra University and certification programme in IT and Cyber Security for Board Members from the Institute for Development and Research in Banking Technology.
4.	Experience and expertise in specific functional areas	Strategic Planning & Executive Decision making. Design and Engineering of avionics equipment and Sales and marketing strategy & execution satellite communication products.	More than 30 years of experience in Finance and Banking.	More than 38 years of experience in Accountancy, Finance, Law, Information Technology, Human Resources, Risk Management, Business Management, Insurance, Customer Service, Marketing, Stressed Asset Management.
5.	Brief Profile	Brief Profile is given in the Explanatory Statement forming part of Notice.	The profile of Mrs. Abburi Sarada is enclosed in the Corporate Governance Report forming part of the Annual Report.	Brief Profile is given in the Explanatory Statement forming part of Notice.
6.	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Spouse of Mrs. A. Sarada, Whole Time Director & CFO of the Company and father of Mr. Abburi Siddhartha Sagar, Whole Time Director.	Spouse of Dr. Abburi Vidyasagar, Chairman & Managing Director and mother of Mr. Abburi Siddhartha Sagar, Whole-Time Director.	Not related to Directors, Manager and other Key Managerial Personnel of the Company.
7.	Nature of appointment (appointment/ re-appointment)	Re-appointment as a Whole-Time Director subject to retirement by rotation.	Appointment as an Independent Director of the Company.	Appointment as an Independent Director of the Company.

Annexure to the Notice
Details of Directors seeking Appointment/Re-appointment
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

Sl. No.	Particulars	Name of the Director		
		Mr. Abburi Sidhartha Sagar	Dr. Ajit Tavanappa Kalghatgi	Ms. Harita Vasireddi
8.	Terms and Conditions of appointment / re-appointment	Re-appointment as the Managing Director of the Company for a period of 3 years i.e., from April 1, 2022, to March 31, 2025	Re-appointment as a Whole-Time Director of the Company for a period of 3 years i.e., from May 8, 2025, to May 7, 2028,	Mrs. Mini Ipe be appointed as an Independent Director for a period of 5 years, i.e., from March 27, 2025, to March 26, 2030.
9.	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person	As mentioned in the explanatory statement above	As mentioned in the explanatory statement above	The sitting fee will be in line with other Independent Directors.
10.	Date of first appointment on the Board	01/04/2007	01/08/1992	27/03/2025
11.	Shareholding in the company including shareholding as a beneficial owner;	3,89,92,324 (15.93%)	1,50,74,940 (6.16%)	Nil
12.	The number of Meetings of the Board attended during the FY 2023-24	6 out of 6	6 out of 6	NA
13.	Remuneration last drawn by such person, if applicable and remuneration sought to be paid	Rs.36,00,000 per annum	Rs.18,00,000 per annum	NA
14.	Directorship Details of the Board	1) Imeds Global Pvt. Ltd. 2) Wiki Kids Pvt. Ltd.	M/s. Imeds Global Private Limited	M/s. PTC India Limited M/s. Axis Bank Limited M/s. LIC (International) BSC (C)

Annexure to the Notice Details of Directors seeking Appointment/Re-appointment <i>[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]</i>				
Sl. No.	Particulars	Name of the Director		
		Mr. Abburi Sidhartha Sagar	Dr. Ajit Tavanappa Kalghatgi	Ms. Harita Vasireddi
15.	Membership / Chairmanship of Committees of other Boards	NIL	NIL	1) Member of Audit Committee and Nomination and Remuneration Committee of Axis Bank Limited. 2) Member of Audit Committee and Risk Management Committee of LIC (International) BSC (C).
16.	Names of listed entities from which the person has resigned in the past three years	NIL	NIL	M/s. DCM Shriram Industries Limited M/s. LICHFL Care Homes Limited M/s. Life Insurance Corporation of India

By order of the Board of Directors
For **Avantel Limited**

Sd/-

Abburi Vidyasagar
Chairman & Managing Director
DIN: 00026524

Place: Hyderabad
Date: April 26, 2025