Date: September 07, 2026

To,
The Manager- Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Trading Symbol: FLYSBS

Dear Sir / Madam,

Sub: Notice convening the 6th Annual General Meeting ("AGM") for the FY 2025-26

The 6th AGM of the Company will be held on Tuesday, September 29, 2026, at 12:30 P.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Notice convening the 6th AGM for the financial year 2025-26 which is being sent through electronic mode to the Members, who have registered their e-mail addresses with the Company/Depositories.

The Notice is also uploaded on the Company's website https://sbsaviation.in/.

We request you to take the same on record.

Thanking You,

For **FLYSBS AVIATION LIMITED**

SAPTHARISHI NARAYANAN
Digitally signed by SAPTHARISHI NARAYANAN
Date: 2026.09.07 20:38:35 +05'30'

Name : Saptharishi N
Designation : Company Secretary and Compliance Officer

Encl: As Above

Notice Convening The 6th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE SIXTH (6TH) ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF FLYSBS AVIATION LIMITED ("COMPANY") WILL BE HELD ON TUESDAY, 29TH SEPTEMBER 2026 AT 12:30 PM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY

TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon**

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

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2026 including the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement, together with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted."

2. **To reappoint Mr. Kannan Ramakrishnan, Non-Executive Director (DIN: 08202306) who retires by rotation, and being eligible offers himself for reappointment**

   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 152 of the Companies Act, 2013, the applicable provisions of the Articles of Association of the Company, and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Kannan Ramakrishnan, Non-Executive Director (DIN: 08202306), who retires by rotation at this Annual General Meeting and being eligible for re-appointment has given his consent to be re-appointed, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

   RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorised to take such steps as may be necessary for obtaining necessary approvals, if any, and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

3. **To appoint M/s. S.A.E. & Associates LLP, Practising Company Secretaries, as Secretarial Auditors of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. S.A.E. & Associates LLP, Company Secretaries, firm registration number L2018TN004700 and holding valid peer review certificate issued by the Institute of Company Secretaries of India, be and are hereby appointed as the Secretarial Auditors of the Company for a term of five (5) consecutive years from FY 2025-2026 to FY 2029-2030 (both inclusive), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.

   RESOLVED FURTHER THAT the Directors and the Company Secretary, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **To increase the Borrowing Powers of the Company up to ₹500 crores**

   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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, and in supersession of the Special Resolution previously passed by the Members of the Company under Section 180(1)(c) of the Act, whereby the Board of Directors of the Company was authorised to borrow monies up to an overall limit of ₹300 Crores (Rupees Three Hundred Crores Only), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person authorised by the Board) to borrow from time to time, any sum or sums of money, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any time shall not exceed ₹500 Crores (Rupees Five Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to borrow such monies on such terms and conditions and at such times as it may deem fit and to execute all such agreements, documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

5. **To approve revision in the remuneration payable to Mr. Ambashankar, Whole-Time Director and Chief Executive Officer**

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 197, 198, 200, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act, and the rules made thereunder, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and subject to such approvals, consents, permissions and sanctions as may be required under applicable laws, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Ambashankar (DIN: 08539946), Whole-Time Director and Chief Executive Officer of the Company, from the existing remuneration of ₹2,00,000/- (Rupees Two Lakhs Only) per month to remuneration of up to ₹5,00,000/- (Rupees Five Lakhs Only) per month, with immediate effect, together with such perquisites, allowances, benefits and other components of remuneration as may be approved by the Board of Directors, within the overall limits prescribed under the Act and the terms of his appointment.

RESOLVED FURTHER THAT the aforesaid remuneration shall be subject to the applicable provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Act and the rules made thereunder, and the applicable provisions of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee or any other Committee thereof or any person authorised by the Board) be and is hereby authorised to determine, vary, revise or modify the components, structure and manner of payment of the remuneration within the overall limits approved herein, subject to the applicable provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental to give effect to this resolution."

By order of the Board of Directors
For FLYSBS AVIATION LIMITED

Sd/-
DEEPAK PARASURAMAN
Managing Director
DIN:00699855

Place : Chennai
Date : September 01, 2026

NOTES:

1. The deemed venue for the 6th Annual General Meeting ("AGM") shall be the Registered Office of the Company situated at 3rd Floor, Indiqube Palmyra, Plot No. 16 (NP), SIDCO Industrial Estate, Ekkattuthangal, Guindy, Chennai-600032. The AGM is being conducted through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") facility in compliance with

Notice Convening The 6th Annual General Meeting

the applicable provisions of the Companies Act, 2013 (“Act”), the rules made thereunder, the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and Secretarial Standard-2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), as applicable.

The Company is providing a facility for participation in the AGM through VC/OAVM, which does not require physical presence of Members at a common venue.

The Notice of the AGM and the Annual Report for the financial year ended March 31, 2026 are being sent in electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited (“RTA”) or the Depository Participant(s), in accordance with the applicable provisions of law. Members who require a physical copy of the Annual Report and/or Notice of the AGM may request the same from the Company in accordance with the applicable provisions of law.

Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI LODR Regulations and SS-2, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and a facility for those Members participating in the AGM to cast their votes through the e-Voting system during the AGM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors and other persons entitled to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The Notice of the AGM and the Annual Report for the financial year ended March 31, 2026 are available on the website of the Company at https://sbsaviation.in/. The Notice can also be accessed on the website of NSE at www.nseindia.com and on the website of NSDL, the agency engaged for providing the remote e-Voting facility, at www.evoting.nsdl.com

6. Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-Voting or during the AGM.

7. The aforesaid Resolution / Authorisation shall be sent by mail to the Scrutinizer at srividhyakumar@eshwars.com with a copy to evoting@nsdl.com and to the Company at corporate@sbsaviation.in.

8. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat. Pursuant to the above-mentioned MCA Circulars, physical attendance of the Members is not required at the AGM, and attendance of the Members through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Friday, September 25, 2026 at 9:00 A.M. and ends on Monday, September 28, 2026 at 5:00 P.M The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 22, 2026, may cast their vote electronically. The voting right of

Notice Convening The 6th Annual General Meeting

shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play

Notice Convening The 6th Annual General Meeting

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

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2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

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c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to srividhyakumar@eshwars.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporate@FlySBScargo.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corporate@sbsaviation.in. If you are an Individual shareholders holding securities in demat

mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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 in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at corporate@sbsaviation.in. The same will be replied by the company suitably.

6. Speaker Registration: Members of the Company, holding shares as on the cut-off date i.e., September 22, 2026 and who would like to speak or express their views or ask questions during the AGM may register as speakers by sending their request from their registered e-mail address mentioning their Name, DP ID and Client ID/folio number, PAN, Mobile number corporate@sbsaviation.in from 9 A.M. (IST) on September 14, 2026 (Monday) till 5 P.M. (IST)ho have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

8. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to at evoting@nsdl.com or contact at toll free no. 022 - 4886 7000.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Prajakta Pawle, National Securities Depository Limited (NSDL) 301, 3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 or send an email to evoting@nsdl.com or call toll free no. 022 - 4886 7000

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

ITEM NO. 3

To appoint M/s. S.A.E. & Associates LLP, Practising Company Secretaries, as Secretarial Auditors of the Company

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from financial year 2025-26 onwards, the appointment of Secretarial Auditor is required to be approved by the members in the AGM and a term of Secretarial Auditor shall be five years. In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s. S.A.E. & Associates LLP, Company Secretaries, firm registration number L2018TN004700 and holding valid peer review certificate issued by the Institute of Company Secretaries of India, the Secretarial Auditors for a term of five (5) years i.e. from financial year 2025-26 to financial year 2029-30. Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Secretarial Auditor as a part of the explanatory statement to the notice are given below:

S. No	Particulars	Disclosure
1.	Name of Firm of Secretarial Auditors	M/s. S.A.E. & Associates LLP
2.	Name of Auditors	Sri Vidhya Kumar
3.	Financial year for which appointment is proposed	FY 2025-2026 to FY 2029-2030 (both inclusive)
4.	Proposed Fees payable	As may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time
5.	Terms of appointment	Five years
6.	In case of new auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change	N.A
7.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	While recommending M/s. S.A.E. & Associates LLP for appointment, the Board and the Audit Committee evaluated various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., The firm is primarily engaged in areas of secretarial audit, corporate advisory services, due diligence, compliance management etc. M/s. S.A.E. & Associates LLP have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval.

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ITEM NO. 4

TO INCREASE THE BORROWING POWERS OF THE COMPANY UP TO ₹500 CRORES

The Company, in the ordinary course of its business, requires funds from time to time for meeting its working capital requirements, capital expenditure, acquisition and induction of aircraft, expansion of business operations, strategic initiatives, refinancing of existing borrowings and other general corporate purposes.

Considering the Company's existing and anticipated business requirements and future expansion plans, it is proposed to enhance the borrowing powers of the Board of Directors to an aggregate amount of up to ₹500 Crores (Rupees Five Hundred Crores Only).

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company shall not borrow money, where the money to be borrowed, together with the money already borrowed by the company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business, except with the consent of the Members of the Company by way of a Special Resolution.

Accordingly, approval of the Members is sought to authorise the Board to borrow monies from time to time up to an overall limit of ₹500 Crores, notwithstanding that the aggregate amount of the borrowings of the Company may exceed the aggregate of its paid-up share capital, free reserves and securities premium, excluding temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

The proposed enhanced borrowing limit will provide the Company with the necessary financial flexibility to meet its funding requirements and support its business expansion and growth plans.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

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

ITEM NO. 5

TO APPROVE REVISION IN THE REMUNERATION PAYABLE TO MR. AMBASHANKAR, WHOLE-TIME DIRECTOR AND CHIEF EXECUTIVE OFFICER

The Board of Directors, at its meeting held on September 01, 2026, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), considered and approved the proposal for revision in the remuneration payable to Mr. Ambashankar, Whole-Time Director and Chief Executive Officer of the Company, subject to the approval of the Members of the Company and such other approvals as may be required under applicable laws.

In view of the increased responsibilities entrusted to the Whole-Time Director and Chief Executive Officer, his contribution to the growth and development of the Company, the scale of operations and the business requirements of the Company, the NRC has recommended revision in his remuneration.

Accordingly, it is proposed to revise the maximum monthly remuneration payable to Mr. Ambashankar from ₹2,00,000/- (Rupees Two Lakhs Only) per month to up to ₹5,00,000/- (Rupees Five Lakhs Only) per month, with immediate effect.

The NRC, while recommending the revision in remuneration, has considered the responsibilities entrusted to the Whole-Time Director and Chief Executive Officer, his qualifications, experience, expertise, contribution to the Company's operations and business growth, the scale of the Company's business and such other factors as it considered relevant.

The Board of Directors, based on the recommendation of the NRC, is of the view that the proposed revision in remuneration is commensurate with the responsibilities and duties entrusted to the Whole-Time Director and Chief Executive Officer and is in the best interests of the Company.

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The proposed remuneration shall be subject to the applicable provisions of Sections 197 and 198 read with Schedule V to the Act and other applicable provisions of law. In the event the Company has no profits or its profits are inadequate in any financial year during the tenure of the appointment, the remuneration payable to the Managing Director / Whole-Time Director shall be governed by the applicable provisions of Schedule V to the Act and other applicable provisions of law, as amended from time to time.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Interest of Directors and Key Managerial Personnel

Mr. Ambashankar is concerned or interested in the proposed resolution to the extent of the remuneration proposed to be paid to him.

His relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their relationship with him.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Pursuant to Secretarial Standard–2 on General Meetings, the particulars of Mr. Ambashankar are provided below:

Particulars	Details
Name	Mr. Ambashankar
DIN	08539946
Brief resume of the director	Mr. Ambashankar is the Whole-Time Director, Chief Executive Officer and Promoter of the Company. He holds a bachelor's degree in arts from the University of Madras and has extensive experience with leading brands: Mercedes-Benz, Emirates Trading Agency, and Tata Finance and has successfully established and grown the Shreshtha Business Solutions Group. He has been associated with the Company since December 2023 and oversees the operations of the Company.
Age	56 years
Qualifications	Holds a bachelor's degree in arts from the University of Madras
Nature of expertise in specific functional areas	He has extensive experience in the retail and luxury automobile industry, having successfully established and grown the Shreshtha Business Solutions Group. He oversees the operations of the Company and brings experience in business management and operations.
Disclosure of inter-se relationships between directors and KMP	None

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Particulars	Details
Entities in which he holds directorship and committee membership	**Directorships:** **Company:** - FlySBS Aviation Limited - Flyaster Aviation Private Limited - Flyaeon Aviation Private Limited - Chryseum Corporate Services Private Limited **LLP:** - Shreshtha Business Solutions LLP **Committee Membership:** FlySBS Aviation Limited - Corporate Social Responsibility Committee - Borrowings Committee
Listed entities from which he has resigned in the past three years	Nil
Shareholding in the Company as on 31.03.2026	42,999 Equity Shares.
Remuneration proposed to be paid	As may be approved by the Members pursuant to the resolution set out in the Notice, subject to the applicable provisions of the Companies Act, 2013.
Key terms and conditions of appointment	Mr. Ambashankar was appointed as Whole-Time Director and Chief Executive Officer for a period of 5 years with effect from 1 September 2024 subject to the applicable provisions of the Companies Act, 2013 and the terms and conditions approved by the Board and Members.
Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended	Date of first appointment to the Board: 30 December 2023 in the present continuous tenure as Whole- Time Director; subsequently designated as Whole- Time Director and Chief Executive Director with effect from 1 September 2024. Last drawn remuneration: ₹24 lakhs during FY 2024-25, as publicly reported. Number of Board meetings attended during FY 2025-26: 100% attendance
Skills and capabilities required for the role and the manner in which he meets such requirements	The role requires business management, operational, financial, oversight, strategic planning, leadership and industry/business development capabilities. Mr. Kannan Ramakrishnan meets these requirements through his extensive experience in the retail and luxury automobile industry, his experience in establishing and growing the SBS Group, and his responsibility for overseeing the operations of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE 6TH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 (SS-2):

The details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 are furnished below:

Item No. 2: Re-appointment of Mr. Kannan Ramakrishnan (DIN: 08202306) as Director, retiring by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Kannan Ramakrishnan, Director of the Company, is liable to retire by rotation at the 6th Annual General Meeting and, being eligible, offers himself for re-appointment.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard–2 on General Meetings, the particulars of Mr. Kannan Ramakrishnan are provided below:

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Particulars	Details
Name	Mr. Kannan Ramakrishnan
DIN	08202306
Brief resume of the director	Mr. Kannan Ramakrishnan is the Non- executive Director and Promoter of the Company. He is a Science Graduate from St. Joseph's College, Tiruchirapalli. He has extensive experience in the retail and luxury automobile industry and has successfully established and grown the Shreshtha Business Solutions Group. He has been associated with the Company since August 2020 and brings extensive leadership and operational experience.
Age	55 years
Qualifications	Science Graduate from St. Joseph's College, Tiruchirapalli
Nature of expertise in specific functional areas	He has two decades of experience various fields like Logistics, Aviation, retail and luxury automobile industry. He brings valuable business acumen and strategic perspective to the Board.
Disclosure of inter-se relationships between directors and KMP	None
Entities in which he holds directorship and committee membership	**Directorships:** **Company:** - Afcom Holdings Limited - FlySBS Aviation Limited - Flyaster Aviation Private Limited - Flyaeon Aviation Private Limited - Chryseum Corporate Services Private Limited **LLP:** - Shreshtha Business Solutions LLP **Committee Membership:** **Afcom Holdings Limited** - Stakeholders' Relationship Committee - Corporate Social Responsibility Committee - Borrowings Committee, **FlySBS Aviation Limited** - Audit Committee - Nomination and Remuneration Committee - Stakeholders' Relationship Committee - Corporate Social Responsibility Committee - Borrowings Committee
Listed entities from which he has resigned in the past three years	Nil

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Particulars	Details
Shareholding in the Company as on 31.03.2026	1,97,796 Equity Shares.
Remuneration proposed to be paid	He is a Non-Executive Director liable to retire by rotation. No sitting fees were paid to him for attending meetings of the Board and Committees thereof, and no remuneration is proposed to be paid to him.
Key terms and conditions of appointment	Liable to retire by rotation as per the Companies Act, 2013
Date of first appointment to the Board, last drawn remuneration and number of Board meetings attended	First appointed on August 07, 2020; Last drawn remuneration: Not Applicable; Number of Board meetings attended during FY 2025-26: 100% attendance
Skills and capabilities required for the role and the manner in which he meets such requirements	The role requires business management, operational, financial, oversight, strategic planning, leadership and industry/business development capabilities. Mr. Kannan Ramakrishnan meets these requirements through his extensive experience in the retail and luxury automobile industry, his experience in establishing and growing the SBS Group, and his responsibility for overseeing the operations of the Company.