



REF : GAEL\STOCK37\2025\37

Date : 06th August, 2025

BY E-FILING

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

The National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051

Scrip Code: 524226

Symbol: GAEL

Dear Sir / Madam,

Sub.:- Notice of 34th Annual General Meeting of the Company along with the Integrated Annual Report for the FY 2024-25

This is to inform that the 34th Annual General Meeting (“AGM”) of the Company is scheduled to be held on **Saturday, 30st August, 2025 at 11:00 a.m. IST** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Integrated Annual Report of the Company for the financial year 2024-25 (“**Integrated Annual Report**”) along with the Notice of the AGM (“**Notice**”) of the Company which is being sent through electronic mode to all the members whose e-mail address are registered with Depositories/Company/Registrar and Share Transfer Agent.

The Company has fixed **Saturday, 23rd August, 2025** as the **cut-off date** for determining eligibility of the Members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the business to be transacted as per the Notice of the AGM and to attend the AGM.

The Integrated Annual Report and Notice are also available on the website of the Company at www.ambujagroup.com.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,

FOR, GUJARAT AMBUJA EXPORTS LIMITED

KALPESH DAVE
COMPANY SECRETARY
(ACS-32878)

Encl.: As above

Notice

Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting (“AGM”) of the Members of **GUJARAT AMBUJA EXPORTS LIMITED** (“the Company”) will be held on Saturday, 30th August, 2025 at 11:00 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at “Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, PO. Thaltej, Ahmedabad – 380 054 Gujarat.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and the Auditors thereon for the financial year ended 31st March, 2025.
2. To declare Final Dividend of ₹ 0.25/- (25%) per equity shares, having face value of ₹ 1/- each for the FY 2024-25.
3. To appoint a Director in place of Mr. Sandeep Agrawal (DIN: 00027244), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration payable to the Cost Auditors for the FY 2025-26

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions 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) and other Rules framed there under, payment of remuneration of ₹ 2,20,000/- (Rupees Two Lakhs Twenty Thousand) plus out of pocket expenses incurred in connection with the audit and applicable taxes payable to M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907), who have been appointed by the Board of Directors of the Company on the recommendation of the Audit Committee of the Company, as cost auditor of the Company for the FY 2025-26, be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

5. Appointment of M/s. TNT & Associates 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) read with Section 204 and other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company (**‘Board’**), M/s. TNT & Associates, Practicing Company Secretaries having Firm Registration No. P2018GJ069800 and Peer Reviewed Certificate No. 3209/2023, be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company for the period beginning from the FY 2025-26 through the FY 2029-30, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

6. Alteration in Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or



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re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, consent of the members be and is hereby accorded for the alteration of the Articles of Association of the Company in the following manner:

(I) Inserting the following new sub clauses ("r") and ("s") after the existing sub clause ("q") of the clause 2, and renumbering the subsequent existing sub clauses of clause 2 accordingly:

Sub clause ("r"):

"Power Purchase Agreement and/or Power Purchase Agreement and Wheeling Agreement" shall mean and include the power purchase agreements and/or power purchase and wheeling agreements entered into or to be entered into between the Company and Government Companies, Transmission Companies, Distribution Companies, other Government Electricity Companies/Boards, and/or Captive Users/third-party consumers for the sale or supply of electricity, including but not limited to captive consumption, third-party sale, or sale to Distribution Companies (DISCOMs). It shall include all other agreements and arrangements, as may be mutually agreed in writing, for captive consumption as a captive user or sale or supply of electricity for any of the aforesaid purposes.

Sub clause ("s"):

"Project/s" shall also include all power generation projects established, installed, or operated by the Company including but not limited to Solar, Solar-Wind Hybrid, Hydrogenation, or any other projects based on renewable or conventional sources of

energy, for the purposes of supplying electricity to Captive Users on a captive consumption basis or to third parties or DISCOMs. The term shall also include such projects established or operated on land owned or leased by the Company and all such arrangements entered into between the Company and Captive Users, third-party consumers, or DISCOMs as may be mutually agreed in writing for the supply of electricity.

(II) Inserting the following new sub-clause (24) after existing sub-clause (23) in Article 159 of the Articles of Association of the Company:

"(24) To install, establish, operate, and maintain any kind of power plant projects including but not limited to Solar, Solar and Wind Hybrid, Hydrogenation, or other renewable or conventional energy sources for captive consumption, third-party sale or sale to DISCOMs and to enter into necessary agreements including Power Purchase Agreements or Power Purchase and Wheeling Agreements in this regard, and to delegate such authority from time to time as may be required for the aforesaid purposes."

RESOLVED FURTHER THAT the Board (including its Committee thereof) and/or any person authorised by the Board, be and is hereby authorised to take such steps as may be necessary or expedient for giving effect to this resolution including filing of necessary forms with the Registrar of Companies and making necessary changes in the printed or electronic versions of the Articles of Association."

By Order of the Board

KALPESH BHUPATBHAI DAVE

Company Secretary
(ACS-32878)

Place: Ahmedabad
Date: 02nd August, 2025

Registered Office:

"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad – 380054 (Gujarat)

CIN: L15140GJ1991PLC016151

Phone: 079-61556677

Fax: 079-61556678

Website: www.ambujagroup.com

E-mail Id: cs@ambujagroup.com

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NOTES

1. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 02/2021 dated 13th January, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and subsequent circulars issued in this regard, the latest being 9/2024 dated 19th September, 2024 in relation to "Clarification on holding of Annual General Meeting ("**AGM**") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR2023/4 dated 05th January, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03th October, 2024 (collectively referred to as "**SEBI Circulars**") and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"). In compliance with the provisions of the Companies Act, 2013 (the "**Act**"), the Listing Regulations and MCA Circulars, the Annual General Meeting ("**AGM**") of the Company is being held through VC/OAVM. The proceedings of 34th AGM shall be deemed to be conducted at the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Pursuant to MCA Circulars and SEBI Circulars, physical attendance of the Members is not required. Hence, Members will have to attend and participate in the ensuing AGM through VC / OAVM only.
3. Body Corporates whose Authorised Representatives are intending to attend the Meeting are requested to send to the Company's Registrar and Share Transfer Agent M/s. Jupiter Corporate Services Limited ("**RTA**") on its E-mail Id investor-jcsl@ambujagroup.com, certified copy of the Board Resolution / Authority Letter authorising their representative to attend and vote on their behalf during the AGM and through remote e-voting.
4. 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. Instructions and other information for members for attending the AGM through VC / OAVM are given in this Notice under Note No. 27.
5. 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 Act.
6. The Company has fixed Friday, **22nd August, 2025** as the '**Record Date**' for determining entitlement of members to receive dividend for the FY 2024-25, if approved at the AGM.
7. Final dividend on equity shares, as recommended by the Board of Directors ("Board"), if declared at the ensuing Annual General Meeting, payment of such dividend will be paid on or after Thursday, 4th September, 2025 to:
 - a. to all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as of the close of business hours on Record date i.e. **Friday, 22nd August, 2025**; and
 - b. to all Members in respect of shares held in physical form, after giving effect to all the valid transfers in respect of transfer requests lodged with the Company / Registrar and Share Transfer Agent as of the close of business hours on record date i.e. **Friday, 22nd August, 2025**.
8. Pursuant to MCA Circulars and SEBI Circulars, Notice of the AGM along with the Integrated Annual Report for FY 2024-25 is being sent by electronic mode only, to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent / Depositories / Depository Participants and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Integrated Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company / Registrar and Share Transfer Agent / Depositories /



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Depository Participants. However, the members of the Company may request physical copy of the Notice of AGM and Integrated Annual Report to the Company by sending a request at investor-jcsl@ambujagroup.com mentioning their DP ID and Client ID/Folio No., in case they wish to obtain the same.

9. MEMBERS WHOSE E-MAIL ID / MOBILE NUMBER ARE NOT REGISTERED CAN GET THEIR E-MAIL ID / MOBILE NUMBER, REGISTERED AS FOLLOWS:

- a. Members holding shares in demat form can get their E-mail Id registered / updated by contacting their respective Depository Participants.
- b. Members holding shares in the physical form can get their E-mail Id registered by contacting our Registrar and Share Transfer Agent "Jupiter Corporate Services Limited" on their E-mail Id investor-jcsl@ambujagroup.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our Registrar and Share Transfer Agent on their E-mail Id investor-jcsl@ambujagroup.com.
- c. Members can also get their E-mail Id and other details registered by following the steps as mentioned on the website of the Company at <https://www.ambujagroup.com/email-registration>.

10. UPDATION OF MANDATE FOR RECEIVING DIVIDENDS DIRECTLY IN BANK ACCOUNT THROUGH ELECTRONIC CLEARING SYSTEM OR ANY OTHER MEANS IN A TIMELY MANNER:

SEBI has, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023) has mandated that with effect from 01st April, 2024, dividend shall be paid only through electronic mode to Members holding shares in physical form if the folio is KYC compliant. A folio will be considered as KYC compliant on registration of all details viz. full address with pin code, mobile no., email id, bank details, valid PAN linked to Aadhaar of all holders in the folio, Nomination etc.

SEBI has, vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024 read with Master Circular No. SEBI/HO/MIRSD/MIRSD-POD/P/ CIR/2025/91 dated 23rd June, 2025, provided relaxation for ease of compliance and investor convenience that, Members holding securities in physical form

shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the Registrar and Share Transfer Agent even if 'choice of nomination' is not submitted by these Members and Payments including dividend, interest or redemption payment withheld by the Listed Companies/ Registrar and Share Transfer Agents, only for want of 'choice of nomination' shall be processed accordingly.

Shares held in physical form: Members are requested to send the following documents in original to Registrar and Share Transfer Agent of the Company M/s. Jupiter Corporate Services Limited having address at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad – 380059, latest by **Tuesday, 19th August, 2025:**

- a. Form ISR-1 along with the supporting documents are required to be submitted to the Registrar and Share Transfer Agent of the Company. The said Form is available on the website of the Company at <https://www.ambujagroup.com/downloads/>
- b. Original cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the following documents:-
 - i. Cancelled cheque in original.
 - ii. Bank attested legible copy of the first page of the Bank Passbook / Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and the full address of the Bank branch.
- c. Self-attested photocopy of the PAN Card of all the holders; and
- d. Self-attested photocopy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to ensure that their respective Depository Participants update their Electronic Bank Mandate details by **Tuesday, 19th August, 2025.**

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Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

11. The Explanatory Statement pursuant to Section 102 of the Act read with Regulation 17 of Listing Regulations (including any statutory modification(s) or re-enactment thereof, for the time being in force) setting out material facts concerning the business under Item Nos. 4, 5 and 6 of the Notice are annexed hereto.

The relevant details with respect to Item Nos. 3 of the Notice pursuant to Regulation 36(3) of the Listing Regulations, and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking re-appointment at this AGM are also annexed. Requisite declarations have been received from the Directors seeking re-appointment.

12. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Registrar and Share Transfer Agent of the Company, for consolidation into a single folio.
13. To support the 'Green Initiative', we request the Members of the Company to register their E-mail Ids with their Depository Participants or with the Registrar and Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at investor-jcsl@ambujagroup.com to update their E-mail Ids.
14. In accordance with Regulation 40 of the Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialisation.

Further, Members may please note that SEBI has, vide its Master Circular dated 23rd June, 2025 mandated Listed Companies to issue securities in demat form only while processing any service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available at <https://www.ambujagroup.com/downloads/>. It may be noted that any service request can be processed only after the folio is KYC compliant.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, E-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants in case the shares are held by them in electronic form and to Registrar and Share Transfer Agent of the Company M/s. Jupiter Corporate Services Limited having address at "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380059, in case the shares are held by them in physical form.
16. Members holding shares in physical form are advised to update their PAN, KYC details and nominations with the Company / Registrar and Share Transfer Agent as mentioned in 'Shareholders Referencer' attached along with the Notice.
17. Pursuant to the provisions of Sections 124, 125 and other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the date of transfer to the unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') established by the Central Government. The details of unclaimed dividend transferred to IEPF during FY 2024-25 have been provided in the 'Corporate Governance Report' which forms part of this Integrated Annual Report. Further, all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the demat account of the IEPF Authority as notified by the MCA.
18. Pursuant to the provisions of the Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts of dividend lying with the Company as on 31st August, 2024 (date of last Annual General Meeting) on the website of the Company at <https://www.ambujagroup.com/iepf> and also on the website of IEPF Authority i.e. www.iepf.gov.in.



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19. Pursuant to the Finance Act, 2020, dividend is taxable in the hands of the Members and the Company is required to deduct tax at source ("**TDS**") from the dividend paid to shareholders if so approved at the AGM at the prescribed rates. To enable compliance with TDS requirements, members are requested to complete and / or update their Residential Status, PAN, Category as per the Income Tax Act, 1961 ("**IT Act**") with their Depository Participants or in case shares are held in physical form, by sending the above referred documents, duly completed and signed to the Registrar and Share Transfer Agent of the Company, M/s. Jupiter Corporate Services Limited through registered E-mail address by quoting your Name, Folio number / Demat Account No., number of shares and PAN details at its E-mail address investor-jcsl@ambujagroup.com on or before Friday, 22nd August, 2025 in order to enable the Company to determine and deduct appropriate TDS / withholding Tax. For details, members may refer to the website of the Company [https://www.ambujagroup.com/documents/investors-downloads/tds-on-dividend/1-deduction-of-tax-at-source-\(tds\)-on-dividend.pdf](https://www.ambujagroup.com/documents/investors-downloads/tds-on-dividend/1-deduction-of-tax-at-source-(tds)-on-dividend.pdf)
 20. Members desiring any information as regards to Accounts are requested to send an E-mail to cs@ambujagroup.com, 14 days in advance before the date of the AGM to enable the Management to keep full information ready on the date of AGM.
 21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this AGM and explanatory statement, will be available for inspection by the Members. Members who wish to inspect such documents can send their requests to the Company at cs@ambujagroup.com by mentioning their Name and Folio Number / DP ID and Client ID.
 22. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 26.
 23. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
 24. Members are requested to quote their Folio No. or DP ID / Client ID, in case shares are in physical / dematerialised form, as the case may be, in all correspondence with the Company / Registrar and Share Transfer Agent.
 25. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
- 26. INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING:**
- a. In compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India, as amended from time to time, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of Central Depository Services Limited ("**CDSL**") as the Agency to provide e-voting facility. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
 - b. The Board of Directors of the Company has appointed CS Niraj Trivedi, Practicing Company Secretary, as the Scrutiniser, to scrutinise the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
 - c. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Saturday, **23rd August, 2025 ("Cut-off Date")** only shall be entitled to cast their vote either through remote e-voting or through e-voting at the AGM.
 - d. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off Date i.e. Saturday, 23rd August, 2025.
 - e. The Scrutiniser shall after the conclusion of voting at the Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall provide, not later than two (2) working days of the conclusion of the Meeting, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing and declare the result of the voting forthwith.

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- f. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The Results declared along with Scrutiniser's Report shall be placed on the website of the Company at www.ambujagroup.com and on the website of CDSL and shall also be communicated to the BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").
- g. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- h. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as of the Cut-off Date i.e. Saturday, 23rd August, 2025 may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Registrar and Share Transfer Agent E-mail Id at investor-jcsl@ambujagroup.com.

THE INTRUCTIONS FOR E-VOTING AND JOINING AGM ARE AS UNDER:

- (i) **The voting period begins on Wednesday, 27th August, 2025 (9:00 a.m. IST) and ends on Friday, 29th August, 2025 (5:00 p.m. IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date i.e. Saturday, 23rd August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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.



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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

PAN	<p>For Physical shareholders and other than individual shareholders holding shares in Demat.</p> <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ➤ Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/Registrar and Share Transfer Agent or contact Company/ Registrar and Share Transfer Agent.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> ➤ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.



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- 7) After entering these details appropriately, click on "SUBMIT" tab.
 - 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN of **Gujarat Ambuja Exports Limited i.e. 250729001**.
 - 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 13) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; investor-jcsl@ambujagroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

27. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

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7. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to the AGM mentioning their name, demat account number/ folio number, email id, mobile number at investor-jcsl@ambujagroup.com. Only those Members who have pre-registered themselves as a speaker will be allowed to 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 for the AGM.

The Members who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to the AGM mentioning their name, demat account number/ folio number, email id, mobile number at investor-jcsl@ambujagroup.com. These queries will be replied to by the Company suitably by email.

8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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.
9. The shareholders who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
10. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

28. In line with the Ministry of Corporate Affairs General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2022 dated 05th May, 2022 and Circular No. 02/2021 dated 13th January, 2021, the Notice calling AGM has been uploaded on the website of the Company at www.ambujagroup.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the e-voting facility) i.e. www.evotingindia.com.
29. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Shareholder desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website at <https://www.ambujagroup.com/downloads/>. Shareholders are requested to submit the said form to their Depository Participants in case the shares are held in demat form and to the Registrar and Share Transfer Agent in case the shares are held in physical form.
30. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance investors can initiate dispute with the Registrar and Share Transfer Agent / Company directly and through existing SCORES platform, the resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website at <https://www.ambujagroup.com/investors-contacts>.
- 31. Investor Grievance Redressal:-** The Company has adopted Investor Grievance Redressal Policy for redressal of the grievance / complaint of the investor, which is also available on the website of the Company at <https://www.ambujagroup.com/documents/corporate-governance-and-statutory-disclosures/policies/investor-grievance-redressal-policy.pdf>



Notice (Contd.)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

ITEM NO. 4

Ratification of remuneration of Cost Auditors for the FY 2025-26

The Board of Directors (the "Board"), on the recommendation of the Audit Committee at their respective meetings held on 02nd August, 2025, had approved the appointment and remuneration of M/s. N. D. Birla & Co., Cost Accountants, Ahmedabad (Membership No. 7907) as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ended on 31st March, 2026.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors has to be subsequently ratified and confirmed by the Members of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in this item of the Notice for ratification of the remuneration payable to the Cost Auditors for the FY 2025-26.

None of the Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the resolution set out at item No. 4.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

ITEM NO. 5

Appointment of M/s. TNT & Associates as Secretarial Auditors of the Company

Pursuant to Section 204 of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time and Regulation 24A of the Listing Regulations, a listed entity shall appoint or reappoint an individual as Secretarial Auditor, on the basis of the recommendation of the Board of Directors, for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting.

Accordingly, pursuant to the recommendation of the Audit Committee, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, audit team, quality of audit reports,

etc. the Board of Directors of the Company at its meeting held on 02nd August, 2025, approved the appointment of M/s. TNT & Associates, Practicing Company Secretaries having Firm Registration No. P2018GJ069800 and Peer Review Certificate No. 3209/2023, as the Secretarial Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting to be held in the year 2030.

M/s. TNT & Associates is a partnership firm of Practicing Company Secretaries, promoted by CS Niraj Trivedi and catering services to many listed, unlisted and multinational companies. The firm has head office at Vadodara and Branch Office at Ahmedabad. The promoter CS Niraj Trivedi is in practice since last 25 years. M/s. TNT & Associates specialises in corporate laws, capital market transactions, listing and de-listing of equity shares, compliance audits and corporate governance. M/s. TNT & Associates is a peer reviewed firm with having dedicated and sincere team of 18 plus people including 6 experienced Company Secretaries.

M/s. TNT & Associates has given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the limits specified by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors and are in compliance with independence requirements as prescribed under the Auditing Standards issued by the Institute of Company Secretaries of India, and other applicable rules and regulations. M/s. TNT & Associates holds a valid certificate issued by the Peer Review Board of the Institute of Company Secretaries of India.

The proposed remuneration to be paid to TNT & Associates, for the FY 2025-26 is ₹ 2,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration to be paid to Secretarial Auditors for the remaining term i.e. from FY 2026-27 through FY 2029-30 shall be mutually agreed between the Board, based on recommendation(s) of the Audit Committee, and the Secretarial Auditors, from time to time. The remuneration for FY 2026-27 through the FY 2029-30 shall be decided considering changes in scope of audit and to meet inflationary costs of providing the audit service but shall not exceed ₹ 3,00,000 plus applicable taxes and reimbursement of out-of-pocket expenses, for any financial year.

Further, the Company may obtain certifications and avail other permissible services under statutory regulations from TNT & Associates, as may be required from time to time.

Notice (Contd.)

The remuneration for certifications and other permissible services will be paid on mutually agreed terms.

None of the Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the resolution set out at item No. 5.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

ITEM NO. 6

Alteration in Articles of Association of the Company

The Company is engaged in the business of generation, captive consumption and supply of electricity through renewable and/or conventional energy sources. In order to get and continue the status of captive user as per orders of different States Electricity Regulatory Commission (SERC), and as per requirement specified in such orders/ regulations, the Company need to have enabling powers, provisions in its Articles of Association also along with required object Clause in the Memorandum of Association of the Company. It is submitted that the Company already has required Clause No.8 in the Memorandum of Association for carrying out for generation, consumption for own use, supply and operation of electricity from various convention and Non- conventional Sources (Renewable Energy).

As per recent requirement of different States Electricity Regulatory Commission's Order/ Regulations, it is proposed

to make enabling provisions in the Articles of Association of the Company.

Accordingly, the Board of Directors, at their meeting held on 02nd August, 2025 has approved the alteration of AOA of the Company, subject to the approval of the Members of the Company by way of Special Resolution.

A copy of the Articles of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company without any fee from the date of circulation of this Notice up to the date of the Meeting on all working days during office time. Members seeking to inspect such documents can send an e-mail at cs@ambujagroup.com.

Pursuant to Section 14 of the Companies Act, 2013, amendment to the Articles of Association requires approval of Members by way of Special Resolution.

In the opinion of the Board of Directors, the proposed special resolution is in the interest of the Company and its members and therefore, the Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the resolution set out at item No. 6.

By Order of the Board

KALPESH BHUPATBHAI DAVE

Company Secretary
(ACS-32878)

Place: Ahmedabad
Date: 02nd August, 2025

Registered Office:

"Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road,
Bodakdev, P.O. Thaltej, Ahmedabad – 380054 (Gujarat)

CIN: L15140GJ1991PLC016151

Phone: 079-61556677

Fax: 079-61556678

Website: www.ambujagroup.com

E-mail Id: cs@ambujagroup.com



ANNEXURE TO NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE AGM

[PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS]

Name of Director	Mr. Sandeep Agrawal
Directors Identification Number (DIN)	00027244
Designation / Category of Director	Whole time Director
Date of Birth (Age)	12 th December, 1971 (53 Years)
Nationality	Indian
Qualification	Commerce Graduate and MBA
Brief Resume & Experience / expertise	<p>Mr. Sandeep Agrawal, brings with him over 33 years of valuable industry experience. He holds an MBA and a Bachelor's degree in Commerce, and has been associated with the Company in a leadership capacity for several years.</p> <p>He played a key role in expanding and strengthening the Company's Agro and Maize Processing businesses, with a strong focus on capacity building, value-added product development, and market diversification. His vision and execution capabilities have significantly contributed to positioning the Company among the leading maize processing enterprises in India. He provide valuable direction in driving innovation, enhancing production capabilities, and supporting the Company's long-term growth and sustainability objectives.</p>
Date of first Appointment on the Board of the Company	07 th January, 1995
No. of Shares held in Gujarat Ambuja Exports Limited	Nil
Terms and conditions of re-appointment	<p>Mr. Sandeep Agrawal retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.</p> <p>The terms and conditions of re-appointment of Mr. Sandeep Agrawal are in accordance with the provisions of the Companies Act, 2013, Listing Regulation and other applicable laws, as may be applicable.</p>
Remuneration last drawn	The details of last drawn remuneration is provided in the Corporate Governance Report, which forms part of this Integrated Annual Report.
Number of Meetings of the Board attended during the year	5 out of 5
Directorship in other Companies including Listed entities (excluding foreign companies)	1. Maiz Citchem Limited
Membership/ Chairpersonship of Committees in other companies including Listed entities (excluding foreign companies) (Statutory Committees)	Nil
Relationships between Directors and Key Managerial Personnel inter-se	There is no inter-se relationship between the Directors and Key Managerial Personnel of the Company.
Listed entities from which the Director has resigned from directorship in last three (3) years:	Nil

E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

To,

Jupiter Corporate Services Limited

"Ambuja Tower", Opp. Sindhu Bhavan,

Sindh Bhavan Road, Bodakdsev,

P.O. Thaltej, Ahmedabad – 380 059

UNIT – GUJARAT AMBUJA EXPORTS LIMITED

Dear Sir,

Sub: Registration of Email Id for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our Email Id for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company:

Folio No.	:
Email Id	:
Mobile No	:
Name of the First / Sole Shareholder	:
Signature	:

Note : Shareholder(s) are requested to notify the Company as and when there is any change in the email address.



Shareholders' Referencer

EXCHANGE OF SHARES:

(a) Members holding shares in physical form:

1. Members of erstwhile Gujarat Ambuja Cotspin Limited ("GAEL") (Also known as Gujarat Ambuja Steel Limited and Ambuja Foods Limited), Gujarat Ambuja Proteins Limited ("GAPL") and Jupiter Biotech Limited (Formerly known as Gujarat Vita Pharma Limited) (hereinafter also referred as Amalgamating Companies) are requested to send their shares of above companies for exchange at the Registered Office of the Company to get shares of Gujarat Ambuja Exports Limited (**GAEL and / or Company**).
2. Members holding equity shares of ₹ 10/- each of GAEL are also requested to send at the Registered Office of the Company their ₹ 10/- face value shares to get sub-divided ₹ 2/- face value equity shares certificates of GAEL.
3. Members holding equity shares of ₹ 2/- each of GAEL are also requested to send at the Registered Office of the Company their ₹ 2/- face value shares to get sub-divided ₹ 1/- face value equity shares certificates of GAEL.
4. Equity Shares of the Company are under compulsory dematerialisation and to get benefits of dematerialisation, please send equity shares of GAEL of ₹ 1/- each for dematerialisation through your Depository Participant. ISIN No. of the Company is INE036B01030.
5. Kindly get your shares transmitted in the name of second holder/ legal heirs, in case of death of first holder / single holder, as the case may be, at the earliest.
6. Kindly register your change of address with the Company and get acknowledgement for registration.
7. Please quote your Folio No. and other details in all communication / correspondence with the Company and / or Registrar and Share Transfer Agent of the Company.

(b) Members holding shares in dematerialised form:

1. Kindly update your change of address and bank details / particulars along with MICR Code, Core Banking Account Number with your Depository Participant to get corporate benefits and serve you better.

2. Kindly quote your Client ID along with DP ID in all your correspondence / communication with the Company and / or Registrar and Share Transfer Agent of the Company.

PROCESS FOR CLAIM FROM INVESTOR EDUCATION AND PROTECTION FUND ("IEPF"):

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed e-Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the e-Form IEPF-5. It is advised to read the instructions given in the help-kit carefully before filling the form. Members can file only one consolidated claim in a financial year as per the IEPF Rules. Please go through this link placed on the website of the Company <https://www.ambujagroup.com/wp-content/uploads/2022/07/Refund%20Claim%20from%20IEPF%20Authority.pdf> for refund of claims from IEPF authority.

DEMATERIALISATION OF EQUITY SHARES:

Trading in the shares of the Company can be done in dematerialised form only. Dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to Members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. Hence, we request all those Members who have still not dematerialised their shares to get their shares dematerialised at the earliest.

FURNISHING OF PAN, KYC DETAILS AND NOMINATION BY HOLDERS OF PHYSICAL SECURITIES:

Pursuant to Securities and Exchanges Board of India ("SEBI") Master Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/ CIR/2025/91 dated 23rd June, 2025 issued to the Registrar and Transfer, SEBI has mandated that, with effect from 01st April, 2024, dividend, interest or redemption payment in respect of such folios, only through electronic mode to the security holders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature etc., for their corresponding physical folios with the Company or its Registrar and Share Transfer Agent. Relevant FAQs have been published by SEBI in this regard. The FAQs are

available on SEBI's website and the website of the Company at <https://www.ambujagroup.com/investors-downloads>.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

Pursuant to various circulars issued by the SEBI from time to time, the Company has sent reminder letter for updation of their PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature etc. on 4th April, 2024 as a part of Intimation for Credit of Bonus Equity Shares of the Company which was allotted on 18th March, 2024 by Internal Committee of the Company and on 17th September, 2024 through ordinary post.

Keeping the above statutory requirements in view, members holding shares in physical form are requested to furnish PAN, Choice of Nomination, Contact details (Postal Address with PIN and Mobile Number), Bank A/c details and Specimen signature etc. immediately to the Registrar and Share Transfer Agent / Company and Members holding shares in demat form are requested to update their KYC details, Bank Details and Choice of Nomination with their respective Depository Participants.

In this regard, the members who have not yet submitted the above-mentioned documents are requested to furnish the above-mentioned details in Forms ISR-1, ISR-2, ISR-3, SH-13 etc. The forms are available on the Company's website at www.ambujagroup.com. Alternatively, the members may also dematerialise all the shares held by them.

DISPUTE RESOLUTION MECHANISM (SMART ODR)

SEBI has vide its Circular dated 30th May, 2022, issued a Standard Operating Procedure ('SOP') for dispute resolution under the Stock Exchange Arbitration Mechanism for disputes between a listed company and/or Registrar and Share Transfer Agent and its shareholder(s)/ investor(s).

Further, in order to strengthen the dispute resolution mechanism, SEBI vide Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and Circular

No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 20th December, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. In accordance with aforesaid Circular(s), shareholder(s) / investor(s) can opt for Stock Exchange Arbitration Mechanism for resolution of their disputes against the Company or its Registrar and Share Transfer Agent.

Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company i.e. <https://www.ambujagroup.com/investors-contacts>.

UPDATION OF EMAIL ADDRESS - A GREEN INITIATIVE:

To support the 'Green Initiative', we request the Members of the Company to register their E-mail Ids with their Depository Participants or with the Registrar and Share Transfer Agent of the Company, to receive documents / notices electronically from the Company in lieu of physical copies. Please note that, in case you have already registered your E-mail Id, you are not required to re-register unless there is any change in your E-mail Id. Members holding shares in physical form are requested to send E-mail at investor-jcsl@ambujagroup.com to update their E-mail Ids.

REGISTRAR AND SHARE TRANSFER AGENT:

Kindly note that Registrar and Share Transfer Agent of the Company is Jupiter Corporate Services Limited, "Ambuja Tower", Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380 059, Tel.: +91-79-61556677, Email Id: investor-jcsl@ambujagroup.com, website: www.jcsl.co.in and Members / beneficial owners of equity shares are requested to address all correspondences to Jupiter Corporate Services Limited and / or to the Company only.