NOTICE OF 32ND ANNUAL GENERAL MEETNG

NOTICE is hereby given that the 32nd Annual General Meeting ('AGM') of the members of AMBO Agritec Limited (Formerly known as AMBO Agritec Private Limited) ('the Company') will be held on Saturday, 26th September, 2026, 3:00 P.M., through Video Conference or Other Audio Visual Means (VC/OAVM) from its registered office at 3, Pretoria Street, Chandrakunj Building, Kolkata-700071 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2026, together with the reports of the Board of Directors and the Auditors thereon.

2. To re-appoint Mr. Saikat Chatterjee (DIN: 08511896), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following resolution for re-appointment of Mr. Umesh Kumar Agarwal (DIN: 00210217), as Managing Director of the Company as a **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon recommendation of the Nomination & Remuneration Committee, and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Umesh Kumar Agarwal (DIN: 00210217) as the Managing Director of the Company, not liable to retire by rotation, for a further period of five years and remuneration payable thereof on the terms and conditions as set out in the explanatory statement annexed to this notice, entered into between the Company and Mr. Umesh Kumar Agarwal, Managing Director, submitted to this meeting, which agreement & supplement agreement be and are hereby specifically approved and that the approval be also deemed to be approval pursuant to the provisions of Regulation 17 (6)(e) of the Listing Regulations."

   "RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to execute all such writings and instruments and to do all such acts, things and deeds or to file forms, which may be usual, expedient or proper to give effect to the above resolution."

4. Alteration of the Object Clause in the Memorandum of Association of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any modification or re-enactment thereof from time to time), the approval of the members of the company be and is hereby accorded to alter the object clause of the Memorandum of Association of the Company by adding five new clauses in III (A) after clause III (A) (7) to the Memorandum of Association of the Company in the following manner:

   Clause III (A)(8), (9), (10), (11) and (12):

   8. *To carry on the business of manufacturing, assembling, designing, developing, processing, importing, exporting, buying, selling, trading, wholesaling, retailing, distributing, installing, commissioning, servicing, repairing, maintaining and dealing in all kinds of electrical and electronic goods, consumer electronics, industrial electronics, electrical appliances, electronic equipment, electronic components, computer hardware and peripherals, communication devices, networking products, telecommunications equipment, home appliances, kitchen appliances, LED lighting products, batteries, chargers, cables, accessories, wearable devices, security and surveillance systems, CCTV cameras, access control systems, biometric devices, Internet of Things (IoT) products, smart devices, automation equipment, premium home automation systems, high-end audio-visual systems, home theatres, professional audio and video equipment, smart home solutions, digital displays, projectors,*

interactive panels, electrical fittings, renewable energy accessories, EV charging equipment and all other allied products, accessories, spare parts and components and to act as manufacturers, assemblers, importers, exporters, agents, distributors, dealers, stockists, franchisees, franchisors, service providers, consultants, contractors, system integrators and solution providers in relation thereto and to undertake all activities incidental or conducive to the attainment of the above objects.

9. *To establish, acquire, grant, own, develop, operate, manage, license, promote, purchase, sell, transfer, take, give and deal in franchise, master franchise, sub-franchise, dealership, distributorship, agency, licensing, brand partnership, concession and business formats in India and abroad for all kinds of businesses including but not limited to food and beverage products, FMCG products, retail stores, supermarkets, hypermarkets, departmental stores, consumer goods, electronics, electrical goods, home appliances, healthcare, pharmaceuticals, cosmetics, personal care products, education, training institutes, coaching centres, skill development, consultancy services, hospitality, restaurants, cafés, cloud kitchens, logistics, warehousing, e-commerce, digital businesses, information technology services, financial services (except banking), real estate support services, tourism, entertainment, wellness, fitness, agriculture, renewable energy, manufacturing, trading, services and all other lawful commercial activities and to provide technical know-how, business management, operational support, marketing, branding, training, software, intellectual property licensing, consultancy and all other services necessary or incidental to franchise operations.*

10 *To manufacture, produce, process, purify, treat, bottle, pack, blend, formulate, prepare, buy, sell, trade, import, export, distribute, market, wholesale, retail and otherwise deal in all kinds of beverages including packaged drinking water, natural mineral water, purified water, alkaline water, flavored water, soda water, carbonated and non-carbonated beverages, fruit juices, health drinks, energy drinks, soft drinks, dairy beverages, tea, coffee, herbal beverages, milk-based beverages and all other alcoholic (subject to applicable laws) and non-alcoholic beverages, syrups, concentrates, beverage ingredients, additives, flavouring agents and allied products, and to establish, own, acquire, operate and maintain bottling plants, beverage manufacturing units, water treatment plants, purification facilities, packaging units and all other facilities incidental thereto and to act as manufacturers, processors, job workers, bottlers, packers, importers, exporters, distributors, franchisees, franchisors, agents, dealers, stockists and consultants in relation thereto.*

11 *To undertake, execute and carry on the business of contract manufacturing, third-party manufacturing, processing, blending, packaging, repackaging, bottling, labeling, assembling, fabrication, job work, outsourcing, toll manufacturing and all kinds of manufacturing and processing activities for any person, company, government, statutory body or other entity in respect of food products, beverages, agricultural products, edible oils, FMCG products, consumer goods, electronics, electrical goods, renewable energy products and all other lawful products and commodities, whether under the Company's own brand or under third-party brands.*

12 *To acquire, purchase, construct, own, lease, license, hire, let out on rent, sub-lease, operate, manage, maintain and commercially exploit all kinds of movable and immovable properties and assets including factories, industrial sheds, warehouses, commercial buildings, office premises, business centres, retail spaces, cold storages, land, plant and machinery, manufacturing facilities, production lines, equipment, vehicles, furniture, fixtures, infrastructure, utilities and all other assets and to earn rental, lease rental, licence fees, user charges, maintenance charges, service charges and all other forms of income therefrom and to provide facility management and allied services in connection therewith.*

5. To waive the remuneration paid to Managing Director and Whole time Director in the year 2024-25.

To consider the ratification of the remuneration paid to Managing Director and Whole time Director for the year 2024- 25, and if thought fit, pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to waive the recovery of excess managerial remuneration amounting to Rs. 9,47,600/- (Rupees Nine Lakh forty-Seven Thousand Six Hundred only) paid to Mr. Umesh Kumar Agarwal, Managing Director and Mr. Saikat Chatterjee, Whole time Director of the Company, during the financial year 2024-25, which is in excess of the limits prescribed under Section 197 of the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

6. To waive the remuneration paid to Executive Director for the year 2024-25.

To consider the ratification of the remuneration paid to Executive Directors for the year 2024- 25, and if thought fit, pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to waive the recovery of excess managerial remuneration paid to Mr. Rang Nath Lahoti, Executive Director, amounting to Rs 4,71,300 (Rupees Four Lakh Seventy-one Thousand and Three Hundred only) for the financial year 2024-25, which, in aggregate, exceeded the limits prescribed under Section 197 of the Act, subject to and in accordance with the applicable provisions of Schedule V to the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

7. To approve the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To consider and if thought fit, pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the first proviso to Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, and subject to such other statutory approvals as may be required, the consent of the Members of the Company be and is hereby accorded to increase the overall maximum limit of managerial remuneration payable by the Company to its Directors (including the Managing Director, Whole-time Director(s), and Manager) in respect of any financial year, from 11% (eleven percent) to 30% (thirty percent) of the net profits of the Company, computed in the manner laid down under Section 198 of the Act."

"RESOLVED FURTHER THAT pursuant to the second proviso to Section 197(1)(i) & Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule V to the Act and the rules made thereunder, the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, and subject to the approval of any other statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to increase the following limits of managerial remuneration, based on the net profits of the Company computed in the manner laid down under Section 198 of the Act:

a) The maximum aggregate remuneration payable to the Managing Director, Whole-time Director(s), and Manager of the Company, from the statutory limit of 10% (ten percent) to 20% (twenty percent) of the net profits of the Company; and

b) The maximum remuneration payable to directors who are neither Managing Directors nor Whole-time Directors (i.e., Non-Executive Directors), from the statutory limit of 1% (one percent) to 5% (five percent) of the net profits of the Company, given that the Company has a Managing Director and/or Whole-time Director."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorized to furnish a certified copy of this resolution and to do all such acts, deeds, matters and things as may be necessary and expedient to implement this decision."

8. Approval for increase in authorised share capital and subsequent alteration in the Memorandum of Association of the company:

*To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of

Association of the Company and subject to the approval of the members and such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Number of equity shares of Rs. 10/- (Rupee Ten) each to Rs. 55,00,00,000 (Rupees Fifty-Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupee Ten) each ranking pari-passu with the existing shares in all respects.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to subsequently alter the Memorandum of Association of the Company by substituting the existing Clause V thereof by the following new Clause V as under:

V "The Authorized Share Capital of the Company is Rs 55,00,00,000/- (Rupees Fifty-Five Crores divided into 5,50,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and decrease the capital of the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being."

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto."

By order of the Board
For Ambo Agritec Limited

Sd/
Hemant Agarwal
Company Secretary and Compliance Officer

Place: Kolkata
Date: 25th August, 2026

Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

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 etc. who are allowed 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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. 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 NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://spino.co.in/. 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.comand the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

VOTING THROUGH ELECTRONIC MEANS:

1. 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 cut-off date, i.e. Saturday, 19th September, 2026**,** shall be entitled to avail the facility of remote e-voting/e-voting at the Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The remote e-voting facility will be available during the following period:

Commencement of Remote E-voting	End of Remote E-voting
From 9.00 A.M. (IST) on Wednesday, 23rdSeptember, 2026	Up to 5.00 P.M. (IST) on Friday, 25th September, 2026

Any person holding shares in physical form and non-individual shareholders, who acquires shares in the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as on the cut-off date, i.e., Saturday, 19th September, 2026, may obtain the Login User Id and Password by sending a request at evoting@nsdl.co.in

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of aforesaid period. However, e-voting facility will be made available during the AGM for those shareholders who have not casted their votes through remote e-voting.

2. Only those members, who are present in the meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 26th September, 2026.

3. The Board of Directors of the Company has appointed Ms. Sneha Agarwal, Practicing Company Secretary (ACS - 38284) to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.

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

The remote e-voting period begins on Wednesday, 23rdSeptember, 2026, at 9:00 A.M. (IST) and ends on Friday, 25th September, 2026, at 5:00 P.M. (IST). 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. Saturday, 19th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 19th September, 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. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.comeither 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. 3. 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. 4. 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. 5. 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
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. 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.
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 onwww.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 Snehacs.450@gmail.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 - 48867000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and Aadhar (self-attested scanned copy of Aadhar Card) by email to http://www.amboagritec.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 http://www.amboagritec.com/. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting 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 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 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 THROUGHVC/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 http://www.amboagritec.com/. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at http://www.amboagritec.com/between Thursday, 03rd September, 2026 to Saturday, 05th September, 2026. Only those Shareholders 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.
7. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

By order of the Board
For Ambo Agritec Limited

Sd/
Hemant Agarwal
Company Secretary and Compliance Officer

Place: Kolkata
Date: 25th August, 2026

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 3

Mr. Umesh Kumar Agarwal has been associated with the Company for more than 15 years and is the driving force behind the company's exponential growth and is responsible for the overall management of the Company. With special focus on day to day operation, taxation, compliances and strategic decisions, he has emerged as the backbone of the Company.

The members of the Company at their meeting held on 25th August, 2022, re-appointed Mr. Umesh Kumar Agarwal (DIN: 00210217) as the Managing Director of the Company for a period of three years w.e.f. August 25, 2025. Considering the responsibilities and his contribution towards the growth of the Company, the Board of Directors, upon recommendation of the Nomination & Remuneration Committee at its meeting held on August 17, 2026, approved the re-appointment of Mr. Umesh Kumar Agarwal, as Managing Director of the Company, for a further period of 5 (five) years w.e.f. August 25, 2025, till August 24, 2030, subject to the approval of the members.

The Company has received consent in writing from Mr. Umesh Kumar Agarwal to continue to act as Managing Director of the Company for a further period of 5 years. Approval of the members is also sought for the continuation of Mr. Umesh Kumar Agarwal as Managing Director of the Company even after attaining the age of 70 years during his tenure of the appointment. He satisfies all other conditions set out in Section 196(3) and Part-I of Schedule V to the Act for being eligible for re-appointment. Mr. Umesh Kumar Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Act, and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The approval for appointment and remuneration of Mr. Umesh Kumar Agarwal shall also be deemed to be approved in accordance with Regulation 17(6)(e) of Listing Regulations.

The agreement and supplement agreement entered into between the Company and Mr. Umesh Kumar Agarwal for his re-appointment are available for inspection by the members in electronic form as per the instructions provided in the Note No. 15 of this notice. Other details in respect of re-appointment of Mr. Umesh Kumar Agarwal, in terms of Regulation 36(3) of Listing Regulations and Para 1.2.5 of Secretarial Standards on General Meetings (SS-2) issued by the ICSI are annexed to this notice.

The Board considers that the re-appointment of Mr. Umesh Kumar Agarwal would be of immense benefit to the Company and thus recommends the Special Resolution as set out at item no. 3 for approval of members of the Company.

ITEM NO 4

In order to make the main object clause of the Memorandum of Association comprehensive and concise it is proposed to add the main object clause of the Memorandum of Association of the Company.

The current main object of the company is:

1. *To manufacture, produce, import, export, buy, sell, and process all type of breads, bakeries and confectionaries, tea, coffee and other related products and to act as agent, broker, adatia, warehouser, stockiest, distributor, marketing man, job worker, franchiser, C & F agent, concessionaire, transporter, supplier, consigner or dealer of all type of breads, bakeries and confectioneries, tea, coffee and other related products, byproducts, substances, ingredients and derivative products of whatsoever nature and to do all incidental acts and things necessary for the attainment of forgoing objects. To carry on the business of producing, growing, dealing, exporting, importing, stocking, trading, distributing, online sales through e-commerce, storing and preserving in cold storage of potatoes, fresh vegetables, fruits, dry fruits, oil seeds, spices, fruit juices, and all agricultural and processed food products.*

2. *To manufacture, produce, import, export, buy, sell, process, prepare, crush, blend, filter, harden, deodorize, clean, recover, amalgamate, mix, cover, purity commercialize, grade, compound, disinfect, derivate, excavate, explore & extract all kinds of oils, vegetable oils, crude oils, refined oils, bleached oils and deodorized oils, hydrogenated oils, rice bran oils deoiled cakes, poultry feeds, vegetables ghee, margarines its derivatives, other related products, byproducts, substances, ingredients, solvent extractions & residues from all types of oilseeds such as cotton seeds, soyabeans, ground nuts, castors, linseed, sunflower coconut, rapeseed, almond, sesamam, mustard, sea seed, grapeseed, mahuha, sal, ricebran ghani etc. and to act*

as agent, broker, adatia, ware houser, stockiest, distributor, marketing man, job worker, franchiser, C & F agent, concessionaire, transporter, supplier, consigner or dealer in all types of oils, oilseeds, deoiled cakes, organic solvents, solvent extracted products, gums, wax, slodge, oleaginous & sapnaceous substances, soap stock, chemical furfural and its derivatives husks and other allied material of whatsoever nature and to do all incidental acts and things necessary for the attainment of forgoing objects.

3. *To acquire the undertakings of an existing business.*

4. *To provide Engineering, Procurement and Construction (EPC) & Commissioning services for balance of plant associated with power projects and also to provide O&M (Operation and Maintenance Services) for power plants, transmission lines and sub-stations and act as consultant on turnkey basis and/or part thereof for development projects connected with the dealing in alternative sources of energy, energy efficiency, pollution control, resource recovery, waste minimization, waste avoidance, carbon dioxide, emissions abatement, fuel switching mechanism and sustainable power and other related areas. To establish and carry on the businesses of suppliers, processors, accumulators, distributors, transmitters, traders, converters of and dealer in, and the sale and purchase of electricity and electrical energy in any form including but not limited to renewable energy certificates, carbon credits, energy conservation certificates or by products connected with or related to the generation and supply of electrical energy.*

5. *To provide general management consultancy, Project Management Consultancy, technical consultancy and liaison services for Power generation, transmission and distribution businesses / projects.*

6. *To carry or research and develop designs in the field of renewable energy systems and to develop power projects to generate electrical power by conventional or non-conventional methods including Wind and Solar and carry on the business of seller, importers, exporters, suppliers and dealers of all kinds of power generation equipment including Wind Mills and Turbines Solar Modules and Panels and also promote, own, acquire, erect, construct, establish, maintain. improve, manage, operate, alter, carry on control, take on hire/lease power plants, co-generation power plants, Energy Conservation Projects, power houses, transmission and distribution systems and supply of electrical power and energy.*

7. *To engage in the production, distribution, and supply of ancillary items essential for renewable energy projects. like manufacturing and supplying various components and accessories required for the installation, operation, and maintenance of renewable energy systems.*

The company proposes to add the following to the main object:

8. *To carry on the business of manufacturing, assembling, designing, developing, processing, importing, exporting, buying, selling, trading, wholesaling, retailing, distributing, installing, commissioning, servicing, repairing, maintaining and dealing in all kinds of electrical and electronic goods, consumer electronics, industrial electronics, electrical appliances, electronic equipment, electronic components, computer hardware and peripherals, communication devices, networking products, telecommunications equipment, home appliances, kitchen appliances, LED lighting products, batteries, chargers, cables, accessories, wearable devices, security and surveillance systems, CCTV cameras, access control systems, biometric devices, Internet of Things (IoT) products, smart devices, automation equipment, premium home automation systems, high-end audio-visual systems, home theatres, professional audio and video equipment, smart home solutions, digital displays, projectors, interactive panels, electrical fittings, renewable energy accessories, EV charging equipment and all other allied products, accessories, spare parts and components and to act as manufacturers, assemblers, importers, exporters, agents, distributors, dealers, stockists, franchisees, franchisors, service providers, consultants, contractors, system integrators and solution providers in relation thereto and to undertake all activities incidental or conducive to the attainment of the above objects.*

9. *To establish, acquire, grant, own, develop, operate, manage, license, promote, purchase, sell, transfer, take, give and deal in franchise, master franchise, sub-franchise, dealership, distributorship, agency, licensing, brand partnership, concession and business formats in India and abroad for all kinds of businesses including but not limited to food and beverage products, FMCG products, retail stores, supermarkets, hypermarkets, departmental stores, consumer goods, electronics, electrical goods, home appliances, healthcare, pharmaceuticals, cosmetics, personal care products, education, training institutes, coaching centres, skill development, consultancy services, hospitality, restaurants, cafés, cloud kitchens, logistics, warehousing, e-commerce, digital businesses, information technology services, financial services (except banking), real estate support services, tourism, entertainment, wellness, fitness, agriculture, renewable energy, manufacturing, trading,*

services and all other lawful commercial activities and to provide technical know-how, business management, operational support, marketing, branding, training, software, intellectual property licensing, consultancy and all other services necessary or incidental to franchise operations.

10. *To manufacture, produce, process, purify, treat, bottle, pack, blend, formulate, prepare, buy, sell, trade, import, export, distribute, market, wholesale, retail and otherwise deal in all kinds of beverages including packaged drinking water, natural mineral water, purified water, alkaline water, flavored water, soda water, carbonated and non-carbonated beverages, fruit juices, health drinks, energy drinks, soft drinks, dairy beverages, tea, coffee, herbal beverages, milk-based beverages and all other alcoholic (subject to applicable laws) and non-alcoholic beverages, syrups, concentrates, beverage ingredients, additives, flavouring agents and allied products, and to establish, own, acquire, operate and maintain bottling plants, beverage manufacturing units, water treatment plants, purification facilities, packaging units and all other facilities incidental thereto and to act as manufacturers, processors, job workers, bottlers, packers, importers, exporters, distributors, franchisees, franchisors, agents, dealers, stockists and consultants in relation thereto.*

11. *To undertake, execute and carry on the business of contract manufacturing, third-party manufacturing, processing, blending, packaging, repackaging, bottling, labeling, assembling, fabrication, job work, outsourcing, toll manufacturing and all kinds of manufacturing and processing activities for any person, company, government, statutory body or other entity in respect of food products, beverages, agricultural products, edible oils, FMCG products, consumer goods, electronics, electrical goods, renewable energy products and all other lawful products and commodities, whether under the Company's own brand or under third-party brands.*

12. *To acquire, purchase, construct, own, lease, license, hire, let out on rent, sub-lease, operate, manage, maintain and commercially exploit all kinds of movable and immovable properties and assets including factories, industrial sheds, warehouses, commercial buildings, office premises, business centres, retail spaces, cold storages, land, plant and machinery, manufacturing facilities, production lines, equipment, vehicles, furniture, fixtures, infrastructure, utilities and all other assets and to earn rental, lease rental, licence fees, user charges, maintenance charges, service charges and all other forms of income therefrom and to provide facility management and allied services in connection therewith.*

The Board at its meeting held on 17th August, 2026, has approved the alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

ITEM NO 5 & 6

In terms of the provisions of Section 197(1) of the Companies Act, 2013 ('the Act'), the total managerial remuneration payable by a public company to its directors—including the Managing Director, Whole-time Director(s), and Manager—in respect of any financial year shall not exceed 11% (eleven percent) of the net profits of that company computed in the manner laid down under Section 198 of the Act, except with the approval of the shareholders by way of a Special Resolution.

Further, pursuant to the Act, the aggregate remuneration payable to more than one Managing Director or Whole-time Director shall not exceed 10% (ten percent) of the net profits, and the remuneration payable to directors who are neither Managing Directors nor Whole-time Directors shall not exceed 1% (one percent) of the net profits of the Company.

For the financial year 2024–25, the aggregate remuneration paid to Mr. Umesh Kumar Agarwal, Managing Director, and Mr. Saikat Chatterjee, Whole-time Director, exceeded the statutory limit of 10% (ten percent) of the net profits of the Company. Additionally, the remuneration paid to Mr. Rang Nath Lahoti for the financial year 2024–25 exceeded the applicable statutory limit of 1% (one percent) of the net profits of the Company, as calculated under the provisions of the Act.

The Board of Directors is of the opinion that the remuneration paid to the aforementioned Directors was fair, reasonable, and commensurate with the duties and responsibilities entrusted to them, taking into consideration the industry benchmarks and the financial position of the Company.

Accordingly, the Board of Directors recommends that the shareholders ratify and approve the remuneration paid to them for the financial year 2024–25 by passing a Special Resolution, as required under Section 197 and other applicable provisions of the Act, read with Schedule V thereto.

The general information and disclosures as required under Item (iv) of the third proviso of Section II, Part II of Schedule V to the Companies Act, 2013, are provided below-

Sr. No.	Particulars	Directors		
I.	**General Information**			
1.	Nature of Industry	AMBO is one of the leading manufacturers of biscuits from Eastern India. It has been selling biscuits in its brand "Happy Bite" & "Sunny Biscuits", which have been a perennial favorite since inception. AMBO has operated in the new age sharply ruled by the dazzling pace technology, poised to catch emerging trends thus improving quality standards, where fully automated ovens bake the biscuits round the clock, which are packed in the packaging machines automatically. We believes in giving new & different varieties to our consumers time to time, therefore our R&D team keeps inventing new flavor and variety to cater to the market. Biscuit Packaging Facility		
2.	Date or expected date of commencement of commercial production	07/09/1994		
3.	In case of new companies, expected date of the commencement of activities as per project approved by financial institutions appearing in the prospectus.	NA		
4.	Financial performance based on given indicators	In FY 2024-25, the turnover of the company was INR 12,001.99 lakhs & profit was INR 190.74 Lakhs after tax.		
5.	Foreign Investments or collaborations, if any			
II.	**Information about the Director**	**Umesh Kumar Agarwal**	**Saikat Chatterjee**	**Rang Nath Lahoti**
1.	Background Details			
2.	Past remuneration (FY 23-24)	24.00 Lakhs	4.55 Lakhs	6.62 Lakhs
3.	Job Profile & Suitability	Managing director of the company, responsible for smooth running of the operations of the company and overlooking all day to day business of the company	Executive Director of the company. Given his expertise, he is responsible for the day to day operations of the company as well as the marketing and other divisions of the company.	Executive Director of the company. Given his expertise, he is responsible for the day to day operations of the company as well as the marketing and other divisions of the company.

ITEM NO 7

To approve the increase in overall maximum managerial remuneration limits payable under the provisions of Section 197 of the Companies Act, 2013 & Regulation 17 (6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

As per the provisions of Section 197 of the Companies Act, 2013 ("the Act"), read with Schedule V and the Rules made thereunder, the total managerial remuneration payable by the Company to its directors, including managing director, whole-time director and manager, if any, in respect of any financial year may exceed 11% of the net profits of the Company, provided the same is approved by the members of the Company with requisite majority. This is an enabling provision provided in section 197 of the Companies Act, 2013.

Current limits are applicable to profits of the Standalone entity. The Board of Directors supervises entire operations of the Company in its consolidated form. The Executive Directors manage the operations of the consolidated entities structure of the Company and not just the Standalone entity. The Dividend pay-out ratio for distribution to shareholders is also worked out on the basis of the Consolidated Profits of the Company.

The current applicable legal provisions restrict the calculations with reference only to Standalone entity Profits and the same are not in alignment with actual operations handled by the Company. We therefore, are seeking to incorporate this difference by appropriately expanding the limits as they are applied to the Standalone entity. The upward revision in the limits will also help us to appropriately remunerate Executive Directors who are overseeing the operations of the Company on consolidated basis for whom different level of remuneration is expected to be paid.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on August 17, 2026, has recommended increasing the overall maximum limit of managerial remuneration payable by the Company in respect of any financial year, from 11% (eleven percent) to 30% (thirty percent) of the net profits of the Company, computed in the manner laid down under Section 198 of the Companies Act, 2013 ('the Act').

Furthermore, the Board of Directors has also recommended increasing the maximum remuneration payable to directors who are neither Managing Directors nor Whole-time Directors (i.e., Non-Executive Directors), from the statutory limit of 1% (one percent) to 5% (five percent) of the net profits of the Company, given that the Company has a Managing Director and/or Whole-time Director."

Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires a company to seek approval of members by special resolution if the limit provided for payment of remuneration to executive directors exceeds the limit under Regulation 17(6)(e). The special resolution set out above also seeks approval of the members for payment of remuneration to executive directors for the increased limit till the expiry of their term under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Umesh Kumar Agarwal and Mr. Saikat Chatterjee, Directors and their relatives to the extent of their shareholding interest, if any, in the Company are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the AGM.

The Board of Directors recommends the Special Resolution set forth as Item No. 8 of the Notice for approval of the shareholders.

ITEM NO 8

The Existing Authorised Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each.

The Board of Directors of the Company, at its meeting held on April 17, 2025, had approved a proposal for increase in the Authorised Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each to ₹50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of ₹10/- (Rupees Ten) each, together with the consequential alteration of Clause V of the Memorandum of Association of the Company. The said proposal was subsequently approved by the members of the Company at the Extra-Ordinary General Meeting held on May 15, 2025. However, the said proposal was not given effect to.

In view of the present requirements of the Company, the Board of Directors of the Company, at its meeting held on August 25, 2026, considered afresh the proposal for increase in the Authorised Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each to ₹55,00,00,000/- (Rupees Fifty-Five Crore only) divided into 5,50,00,000 (Five Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each, by creation of an additional 3,00,00,000 (Three Crore) Equity Shares of ₹10/- (Rupees Ten) each, subject to the approval of the members of the Company and such other approvals as may be required.

Further, in view of the proposed increase in the Authorised Share Capital, it is also necessary to amend Clause V of the Memorandum of Association of the Company relating to the share capital of the Company so as to reflect the revised Authorised Share Capital. As per the provisions of Sections 13 and 61 of the Companies Act, 2013, the consent of the members is required for alteration of the Memorandum of Association and for increase in the Authorised Share Capital of the Company.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out under Item No. 7, except to the extent of their shareholding in the Company, if any.

The Board, therefore, recommends the resolutions set out under Item No. 7 for the approval of the members by way of an Ordinary Resolution.

By order of the Board
For Ambo Agritec Limited

Sd/
Hemant Agarwal
Company Secretary and Compliance Officer

Place: Kolkata
Date: 25th August, 2026