

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF ADM GCC INDIA PRIVATE LIMITED WILL BE HELD ON MONDAY, 04TH DAY OF AUGUST, 2025 AT 10:00 A.M. AT VATIKA PROFESSIONAL POINT, 3RD FLOOR, GOLF COURSE EXTENSION ROAD, SECTOR-66, GURGAON - 122 018, HARYANA, ORGANISED BY THE COMPANY TO TRANACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

1. TO CONSIDER AND APPROVE INCREASE IN LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act"), read with rules made thereunder and other applicable provisions of the Act including any amendment or re-enactment for the time being in force and the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to authorize the Board of Directors of the Company to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches, only upto an aggregate limit of INR equivalent to USD 5 MN (Five Million US Dollars) including existing outstanding loans, investment, guarantee or security provided by the Company that is in excess of the limits prescribed under Section 186 of the Act viz. 60% of the Company's paid-up share capital, free reserves and securities premium account or 100% of the Company's free reserves and securities premium, whichever is more, upon such terms and conditions as the Board may deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to negotiate the terms and conditions of the said investments, loans, guarantees and provision of security on behalf of the company as it may deem fit in the best interest of the company, to take all the such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and such investments, loans, guarantees and provisions of security and to file necessary forms with the Registrar of Companies and generally to do all such acts, deeds and things that may be necessary proper, expedient or incidental for the purpose of giving effect to this resolution."

2. TO ADVANCE ANY LOAN, INCLUDING ANY LOAN REPRESENTED BY A BOOK DEBT TO, OR GIVE ANY GUARANTEE OR PROVIDE ANY SECURITY IN CONNECTION WITH ANY LOAN TAKEN BY ANY ENTITY WHICH IS A FELLOW SUBSIDIARY, GROUP COMPANY OR ASSOCIATE OR JOINT VENTURE OF THE COMPANY:

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



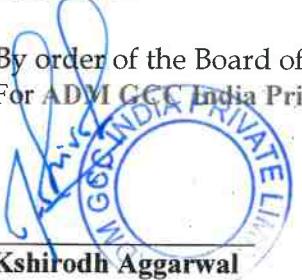


ADM GCC India Private Limited
CIN: U62099KA2025FTC204161
Regd. Office: 148/1, 1st Main Shehsdripuram,
Sheshadripuram, Bangalore North, Bangalore,
Karnataka- 560020.
Contact Number: +91-9999551317
Email id: Kshirodh.Agarwal@adm.com

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to advance any loan, including any loan represented by a book debt, and/or to give any guarantee or provide any security in connection with any loan taken by any entity which is a fellow subsidiary, group company, associate or joint venture of the Company or any other Company ("Borrowing Company"), in which any of the directors may be deemed to be interested, provided that such loans, guarantees or securities are extended for the purpose of the principal business activities of the Borrowing Company.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorised to negotiate, finalize and agree to the terms and conditions of such loans, guarantees or securities, and to do all such acts, **deeds, matters and things** as may be necessary or expedient to give effect to this resolution, including executing any agreements, documents, instruments or writings and taking such steps as may be required to comply with applicable legal and procedural requirements under the Companies Act, 2013 and rules made thereunder."

By order of the Board of Directors
For ADM GCC India Private Limited


Kshirodh Aggarwal

Director

DIN: 07290927

Address: A-101, IDC Apartment,
Plot No - 8C, Dwarka Sector 11,
South-west Delhi, 110075

Date: 30.07.2025

Place: GURUGRAM

NOTES:

1. A member, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of herself/himself and the proxy need not be a member of the company. A form of proxy is enclosed and, if intended to be used, should be returned at the registered office of the company, duly completed, not less than forty-eight (48) hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip along with their copy of the Notice to attend the meeting.
3. Quorum for the meeting shall be present as per the provisions of the Companies Act, 2013 either in person or through authorized representative(s).
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing such representative to attend and vote on their behalf at the meeting.
5. Relevant documents referred to in the Notice and explanatory statement will be available for inspection at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the meeting and also at the venue during the meeting.
6. A route map along with a prominent landmark for easy location of the venue of the meeting is annexed with this Notice as per Secretarial Standard - 2 issued by ICSI.



EXPLANATORY STATEMENTS
(Pursuant to the Section 102(1) of the Companies Act, 2013)

Item No. 01:

The Board of Directors of the Company may give loan or guarantee or provide security to any body corporate or any other person or invest the funds of the Company up to the limit of 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

The Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, with approval of Members by special resolution.

In view of the aforesaid requirement, to enable the Board of Directors to make such loans /give guarantee or provide security or make investments beyond the specified limits under section 186 of the Act, it is proposed to obtain the prior consent of the members by special resolution to give any loan or guarantee or providing security to anybody corporate or any other person and to invest fund upto an aggregate limit of INR equivalent to UDS 5 MN (Five million US dollars)

The Board recommends the passing of a resolution as given in Item No. 01 of the notice by the shareholders as a Special Resolution.

None of the Directors or relatives of the Director of the Company are concerned or interested in the said resolution.

Item No. 02:

Your Company is required to render support its fellow subsidiaries, group companies or associate or joint venture of the Company whether in existence or to be incorporated in future and in whom the Director of your Company is either Director or Member (hereinafter referred as "Borrower Company") for the business requirements of other Borrower Companies by way of loan, guarantee or security to such entities for their principal business activities. Generally, the Borrower Companies avail fund based or non-fund based facility from banks and financial institutions and such credit facility is being guaranteed by your Company in the capacity of co-borrower.

It is further being informed that in the borrower Companies, the Directors of your Company are either member or Director and therefore giving of such loan, guarantee or security to such entities would require the approval of shareholders.

The members may note that the Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the Borrower Companies.

Hence, in order to enable the Company to give such loan/ guarantee/ security as stipulated under Section 185 of Companies Act, 2013 to Borrower Companies in which Directors of the Company are directly or indirectly interested requires approval of members by a Special Resolution.

The Board has thus recommended the Special Resolution listed in item no. 2 for your consideration and





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Contact Number: +91-9999551317
Email id: Kshirodh.Agarwal@adm.com

approval.

None of the Directors or relatives of the Director of the Company are concerned or interested in the said resolution.

By order of the Board of Directors
For ADM GCC India Private Limited



Kshirodh Aggarwal
Director
DIN: 07290927
Address: A-101, IDC Apartment,
Plot No - 8C, Dwarka Sector 11,
South-west Delhi, 110075

Date: 30.07.2025

Place: GURUGRAM



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ADM GCC INDIA PRIVATE LIMITED

Regd. Office: 148/1, 1st Main Shehsdripuram, Seshadripuram,
Bangalore North, Karnataka, India, 560020

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN: U62099KA2025FTC204161

Name of the Company: ADM GCC INDIA PRIVATE LIMITED

Registered office: 148/1, 1st Main Shehsdripuram, Seshadripuram, Bangalore North, Karnataka, India,
560020

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

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

1.	
Name:	
Address:	
E-mail Id:	
Signature:, or failing him	

2.	
Name:	
Address:	
E-mail Id:	
Signature:, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 04th day of August, 2025 at 11:00 A.M. at Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122018, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
Special Businesses:	
1.	To consider and approve increase in limits under section 186 of the Companies Act, 2013
2.	To advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any entity which is a fellow subsidiary, group company or associate or joint venture of the Company



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Email id: Kshirodh.Aggarwal@adm.com

Signed this..... day of.....2025

Affix	Revenue
Stamp	

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP
Extra Ordinary General Meeting

Folio No.:	
Number of Shares held:	

I/We certify that I/We am/are a Member/ Proxy for the Member of the Company.

I/We hereby record my **presence** at the Extra Ordinary General Meeting of the Company on Monday, 04th day of August 2025 at 11:00 A.M. at Vatika Professional Point, 3rd Floor, Golf Course Extension Road, Sector-66, Gurgaon – 122018, Haryana.

Member's/Proxy's name in
BLOCK Letters

Signature of Member/Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Route Map to the Venue

