

November 17, 2025

Corporate Relationship Department
BSE Limited
PJ Towers, Dalal Street
Mumbai-400 001
Scrip Code: 544322

The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (E) Mumbai - 400 051
Symbol: UNIMECH

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the copy of Notice of Postal Ballot ('Notice') dated November 12, 2025, to seek the approval of shareholders on the following Resolutions through the remote e-voting ("e-voting") process to be passed as "Special Resolutions".

SI No.	Description of the Resolution	Type of Resolution
1	To consider and approve variation in the objects of the issue relating to Initial Public Offering (IPO)	Special
2	To grant loans, give guarantees and/or provide security to any bodies corporate/person(s) and investments in any bodies corporate pursuant to section 186 of the companies act, 2013	Special
3	To consider and grant approval to advance any loan/give guarantee/provide security under section 185 of the companies act, 2013	Special

In compliance with the applicable circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent to the Shareholders' of the Company who have registered their email addresses with the Company/Depositories and whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories as on **Friday, November 14, 2025** ('Cut-off date'), through electronic mode only. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope, are not being sent to the Members for this Postal Ballot.



Details of Postal Ballot E-Voting:

Particulars	Details
Cut-off date to determine eligible Members to vote on the resolutions	Friday, November 14, 2025
Voting start time and date	9:00 A.M.IST, Tuesday, November 18, 2025
Voting end time and date	5:00 P.M. IST, Wednesday, December 17, 2025
Name, address and contact details of e-voting service provider	KFin Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 Contact details: einward.ris@kfintech.com Contact number:1800-309-4001
Name of the scrutinizer	Ms. Kalaivani S, Practicing Company Secretary
Date of declaration of Voting results	on or before Friday, December 19, 2025

The above information will also be made available at the postal ballot section of Company's website at www.unimechaerospace.com.

We request you to kindly take the above on record.

Thanking You,

For **Unimech Aerospace and Manufacturing Limited**

Akash Shetty
Company Secretary & Compliance Officer
M. No: F11314

Encl: A/a



UNIMECH AEROSPACE AND MANUFACTURING LIMITED
(FORMERLY UNIMECH AEROSPACE AND MANUFACTURING PRIVATE LIMITED)
538, 539, 542 & 543, 7th Main of Peenya IV Phase Industrial Area, Yeshwanthpur Hobli, Bangalore,
Bangalore North Taluk, Karnataka, India, 560058
ISO 9001-2015 & AS 9100 Rev D Certified
GSTIN: 29AABCU9719Q1ZC || CIN: L30305KA2016PLC095712
Investorrelations@unimechaerospace.com || 080-42046782

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Members
Unimech Aerospace and Manufacturing Limited
(Formerly Unimech Aerospace and Manufacturing Private Limited)

NOTICE is hereby given that pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022, September 9, 2023 September 19, 2024 and September 22, 2025 respectively issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and subject to other applicable laws, rules and regulations {including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time, Special Resolution for Special Business appended below is proposed to be passed by the Members of the Company by way of Postal Ballot only through voting by electronic means ('remote e-voting').

In compliance with the aforesaid MCA Circulars and other applicable laws and regulations, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer a remote e-voting facility to all its members to cast their votes electronically. The members are requested to read the instructions in the notes in this "Postal Ballot Notice" to cast their vote electronically. Members are requested to cast their vote through the e-voting process not later than **5:00 p.m. (IST) on Wednesday, December 17, 2025**, to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.

The Statement pursuant to Section 102(1) and other applicable provisions if any, of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached for your consideration.

The members shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means, i.e. through e-voting services provided by KFin Technologies Limited. The voting period commences from **Tuesday, November 18, 2025, at 9:00 AM IST** and ends on **Wednesday, December 17, 2025, at 5:00 PM IST**. The voting module shall be disabled by KFin upon expiry of aforesaid period. Once the vote on the resolutions is cast by the member, he/she shall not be allowed to change it subsequently.

The Voting rights of the members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, November 14, 2025**, (Cutoff date).

Members holding the shares either in physical form or dematerialized form as on the cut-off date i.e. Friday, November 14, 2025, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

The Resolutions proposed to be passed through Postal Ballot through e-voting together with the Explanatory Statement setting out the material facts is as follows:



SPECIAL BUSINESS:

ITEM NO 1:

TO CONSIDER AND APPROVE VARIATION IN THE OBJECTS OF THE ISSUE RELATING TO INITIAL PUBLIC OFFERING (IPO)

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

“**RESOLVED THAT** pursuant to the provisions of Section 27 of the Companies Act, 2013, read with the Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) , Regulation 59 read with Schedule XX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, based on the recommendation of the Board of Directors, the approval of the members of the Company be and is hereby accorded for variation/deviation/alteration in the objects of the issue as stated in the Prospectus dated 26th December, 2024 of the Company (the Prospectus) registered with the Registrar of Companies, Bengaluru, Karnataka, in relation to the Initial Public Offering of equity shares (the ‘IPO’) in the manner as provided below:

(₹ in million)

Original objects of the issue	Amount grouped for each object	Amount utilized	Amount Unutilized	Amount proposed to be altered and details thereto	Purpose
1. Funding of capital expenditure for expansion through purchase of machineries and equipment by our Company	363.66	235.38	128.28	128.28	Mergers & Acquisitions, Green field Projects and Joint Ventures
2. Funding working capital requirements of our Company	252.85	134.60	118.25	-	-
3. Investment in Material Subsidiary for:					
(3.i) Funding of capital expenditure for expansion through purchase of machineries and equipment	438.91	354.32	84.59	84.59	Mergers & Acquisitions, Green field Projects and Joint Ventures



(3.ii) Funding working capital requirements	447.15	233.30	213.85	-	-
(3.iii) Repayment / prepayment, in full or part, certain borrowings	400.00	-	400.00	400.00	Mergers & Acquisitions, Green field Projects and Joint Ventures
4. General corporate purposes	406.54	371.57	34.97	-	-
TOTAL	2,309.11	1329.17	979.94	612.87	

The proposed utilization of the unutilized amount upon variation of objects is as under:

(₹ in million)

Sl. No.	Objects of the issue upon variation	Proposed utilization upon variation of objects
1	Mergers & Acquisitions, Green field Projects and Joint Ventures of the Company. The reallocation of funds is strategically aligned with the Company's long-term objectives to further strengthen the war-chest for pursuing investments in Mergers & Acquisitions, Green field Projects and Joint Ventures both in India and abroad. This will enhance market access, pursue industry diversification, and increase shareholders value.	612.87

RESOLVED FURTHER THAT approval of the members be and is hereby accorded for reallocation/variation in the unutilized portion of the net proceeds of the Initial Public Offering amongst the aforementioned objects of the issue as may be deemed expedient or necessary, including inter-se transfer or interchange of funds among the aforementioned objects of the issue, provided that such variation shall not exceed the overall limit of the unutilized proceeds of the Initial Public Offering.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the aforesaid variation /deviation/alteration in the objects of the issue, if dissented by 10% or more of the present and voting shareholders, the Company and the promoters will comply with the provisions pertaining to exit opportunity to dissenting shareholders under Schedule XX read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under these resolutions to any Committee of Directors or to the Managing Director or any other Officer(s) of the Company as it may consider appropriate in order to give effect to this resolution.”



ITEM NO 2:

TO GRANT LOANS, GIVE GUARANTEES AND/OR PROVIDE SECURITY TO ANY BODIES CORPORATE/PERSON(S) AND INVESTMENTS IN ANY BODIES CORPORATE PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of the resolution(s) passed earlier and pursuant to the provisions of Section 186 of Companies Act, 2013 and such other applicable provisions of the Companies Act, 2013, read with the Companies (Meetings of Board and its Power) Rules, 2014 and other applicable Rules, Regulations, Guidelines framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors to:

- (a) give any loan to anybody corporate(s) / person (s);
- (b) give any guarantee or provide security in connection with a loan to anybody corporate(s) / person (s); and
- (c) acquire by way of subscription, purchase or otherwise, securities of any body corporate;

from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial in the interest of the Company, for an amount not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crores Only) outstanding at any time notwithstanding that such investments, loans given or to be given and guarantees and security provided are in excess of the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT in terms of the provisions of Rule 11 of the Companies (Meetings of Board and its powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013 the aforesaid mentioned limits do not apply and is in addition to:

- A. any loan given to its wholly owned subsidiary company or any guarantee or security provided in respect of any loan availed by its wholly owned subsidiary company.
- B. any guarantee given or security provided by a holding company in respect of loan made by any bank or financial institution to its subsidiary company.
- C. acquisition made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorized to negotiate, finalize, agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) and to do all such acts, deeds or things incidental or expedient thereto as it may deem fit including the terms and conditions within the above limit upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or including with the power to transfer/dispose of the investments so made, from time to time, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection."



ITEM NO 3:

TO CONSIDER AND GRANT APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of the resolution(s) passed earlier, and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any Company(ies) which are Group Companies, Associate Companies, Joint Venture Companies or Subsidiary Companies of the Company or any other person in whom any of the Directors of the Company are interested as specified in the explanation to Section 185(2) of the Act, for an aggregate amount not exceeding Rs. 1000,00,00,000 (Rupees One Thousand Crores only) in its absolute discretion as deemed beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto.”

By Order of the Board of Directors
For **Unimech Aerospace and Manufacturing Limited**

Date: November 12, 2025
Place: Bangalore

Akash Shetty
Company Secretary and Compliance Officer
FCS No.: F11314



Notes:

1. The Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Depositories as on **Friday, November 14, 2025**, (Cut-off date). Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.unimechaerospace.com, websites of the Stock Exchanges i.e. The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at www.kfintech.com.
2. Members who have not registered their e-mail address are requested to register the same in respect of the shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form, the members may get their e-mail addresses registered with KFin Technologies Limited, by accessing: www.kfintech.com
3. The Board of Directors of the Company have appointed Ms. Kalaivani S, Practising Company Secretary, (ACS No: 57112), (CP No: 22158) to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
4. The Scrutinizer will submit the Report to the Chairman of the Company (the "Chairman") or any other person authorised by the Chairman, after Completion of the scrutiny of the E-voting and the result of the e-voting by Postal Ballot shall be announced within two working days from the conclusion of the e-voting i.e. on or before **Friday, December 19, 2025**, and will be displayed on the Company's website www.unimechaerospace.com under the Postal Ballot section and on the Corporate Announcement section of the Stock Exchanges.
5. The resolutions, if passed by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified for voting i.e., **Wednesday, December 17, 2025**. Further, resolutions passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
6. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on **Wednesday, December 17, 2025**. The e-voting facility will be disabled by KFin Technologies Limited immediately thereafter and will not be allowed beyond the said date and time.
7. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
8. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport etc.) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register/ update their email addresses with relevant depository participants.
9. In case of any query and/or grievance, in respect of voting by electronic means through KFin Technologies Limited, Shareholders may contact Mr. Shyam Kumar, Manager, KFin Technologies Limited at email Id: einward.ris@kfintech.com.



10. General Information and Instruction Relating to E-Voting

- a) Any person, whose name is recorded in the Register of beneficial owners maintained by the depositories as on the **Friday, November 14, 2025**, only shall be entitled to avail the facility of remote e-voting. The remote e-voting period commences on Tuesday, **November 18, 2025**, at 9:00 a.m. IST and ends on Wednesday, **December 17, 2025**, at 5:00 p.m. IST. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the shareholder, he/she/it shall not be allowed to change it subsequently.
- b) 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.
- c) In order to increase the efficiency of the voting process, and pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, the demat account holders, are provided a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will now be able to cast their vote without having to register again with the E-voting Service Providers (“ESPs”), thereby facilitating seamless authentication and convenience of participating in e-voting process.

The procedure for remote e-voting is as under:

- A. The detailed process and manner for remote e-voting for individual shareholders holding securities in Demat mode are explained herein below:

<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing user who have opted for Electronic Access to Securities Information (“Easi/ Easiest”) facility: <ol style="list-style-type: none"> a. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. b. Click on New System Myeasi. c. Login to Myeasi option under quick login. d. Login with the registered user ID and password. e. Members will be able to view the e-voting Menu. f. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. 2. User not registered for Easi/ Easiest <ol style="list-style-type: none"> a. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. b. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. c. After successful registration, please follow the steps given in point no. 1 above to cast your vote. 3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> a. Visit www.cdslindia.com. b. Provide demat account number and PAN. c. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. d. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Unimech Aerospace and Manufacturing Limited’ or select KFin. e. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
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Individual Shareholders holding securities in Demat mode with NSDL

1. 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 the 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. **Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:**
 - i. Visit the e-services website of NSDL <https://eservices.nsd.com> either on a personal computer or on a mobile.
 - ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
 - iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
 - iv. Click on company name i.e. ‘Unimech Aerospace and Manufacturing Limited’ or ESP i.e. KFin.
 - v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.
3. **Those not registered under IDeAS:**
 - i. Visit <https://eservices.nsd.com> for registering.
 - ii. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 - iii. Visit the e-voting website of NSDL <https://www.evoting.nsd.com>.
 - iv. 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.
 - v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.
 - vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
 - vii. Click on company name i.e. ‘Unimech Aerospace and Manufacturing Limited’ or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.

Members can also download the 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) login through their Depository Participants	<ol style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against: ‘Company name’ or ‘KFin’. v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.
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Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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	Shareholders 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. 022-62343625, 022-62343626, 022-62343259.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders 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.: 1800 102 0990 and 1800 22 4430.

B. Login method for e-voting and non- individual shareholders holding shares in demat form:

- i. Shareholders should log on to the e-voting website: <https://evoting.kfintech.com>.
 - Enter the login credentials i.e., user id and password mentioned below:
For Members holding shares in Demat Form :-
 - a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - b) For CDSL: 16 digits beneficiary ID
 - For Members holding shares in Physical Form:
 - **Event no.** i.e. 9307 followed by Folio Number registered with the Company.
 - **Password:** If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using Kfin’s e-Voting system for the first time, you will need to retrieve the ‘initial password’ communicated to you by e-mail. Shareholders who have not registered their email addresses can follow the steps provided at serial no xiii below to obtain the User ID and password.
 - **Captcha:** Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- ii. After entering the details appropriately, click on LOGIN.
- iii. In case you are retrieving and using your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password. Once you reach the Password change menu you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, e-mail etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
You need to login again with the new credentials.
- iv. On successful login, the system will prompt you to select the EVENT i.e., 9307



- v. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/ dissenting to the Resolution, then enter all shares and click “FOR”/”AGAINST” as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR / AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option “ABSTAIN” in case you wish to abstain from voting. If you do not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- vi. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- vii. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.
- viii. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- ix. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- x. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cutoff date i.e., Friday, November 14, 2025.
- xi. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, November 14, 2025, may obtain the User ID and password in the manner as mentioned below:

If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may:

- a) Send SMS: MYEPWD <space>

E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL :

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- b) On the home page of <https://evoting.kfintech.com>, click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.

- xii. 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 <https://evoting.kfintech.com> or contact KFin Technologies Ltd. at 1800 309 4001 (toll free). It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.



EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013, SETTING OUT THE MATERIAL FACTS CONCERNING THE RESOLUTION:

ITEM NO. 1:

- 1) Pursuant to the approvals of the Board and the Special Resolution passed by the Shareholders in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013 at the Board Meeting and the Annual General Meeting was held on 3rd July 2024, the Company had raised funds through Initial Public Offering of 63,69,426 equity shares of face value of ₹ 5 each (“equity shares”) of Unimech Aerospace and Manufacturing Limited (the Company) for cash at a price of ₹785 per equity share (including a premium of ₹780 per equity share) (the “offer price”) aggregating to ₹ 5000.00 million (the “offer”) comprising a fresh issue of 31,84,713 equity shares of face value of ₹5 each by the Company aggregating to ₹ 2500.00 million (the “fresh issue”) and an offer for sale of 31,84,713 equity shares of face value of ₹5 each aggregating to ₹ 2500.00 million (the “offer for sale”). The Net proceeds from the fresh issue were ₹ 2309.11 million.
- 2) The Company in terms of the Prospectus, had proposed to utilise the net Initial Public Offering proceeds towards the following objects:
 1. Funding of capital expenditure for expansion through purchase of machineries and equipment by our Company;
 2. Funding working capital requirements of our Company;
 3. Investment in our Material Subsidiary for:
 - i. purchase of machineries and equipment;
 - ii. funding its working capital requirements; and
 - iii. repayment / prepayment, in full or part, of certain borrowings availed by our Material Subsidiary; and
 4. General corporate purposes
- 3) Whilst the Company infused best efforts to utilize the net proceeds from the fresh issue through Initial Public Offering as per the terms of issue, ₹979.94 million/- remained unutilized as of 30.09.2025. The Company intends to vary the terms of objects of the issue as referred to, in the Prospectus in view of business dynamics, compulsions of variations in certain vendors, long-term objectives, growth through inorganic routes, mergers and acquisitions in order to improve market access, industry diversification and shareholders value/return. The Board has considered various criteria, factors and the changes business situations and developed strategies to realign with the current situation. After undertaking all these exercises, the proposed changes are recommended as reflected in the Resolution.

(₹ in million)

Original objects of the issue	Amount grouped for each object	Amount utilized	Amount Unutilized	Amount proposed to be altered and details thereto	Purpose
1. Funding of capital expenditure for expansion through purchase of machineries and	363.66	235.38	128.28	128.28	Mergers & Acquisitions, Green field Projects, Joint Ventures



equipment by our Company					
2. Funding working capital requirements of our Company	252.85	134.60	118.25	-	-
3. Investment in Material Subsidiary for:					
(3.i) Funding of capital expenditure for expansion through purchase of machineries and equipment	438.91	354.32	84.59	84.59	Mergers & Acquisitions, Green field Projects, Joint Ventures
(3.ii) Funding working capital requirements	447.15	233.30	213.85	-	-
(3.iii) Repayment / prepayment, in full or part, certain borrowings	400.00	-	400.00	400.00	Mergers & Acquisitions, Green field Projects, Joint Ventures
4. General corporate purposes	406.54	371.57	34.97	-	-
TOTAL	2,309.11	1329.17	979.94	612.87	

4) The details required under Rule 7 (1) of the Companies (Prospectus and Allotment of securities) Rules, 2014 are as follows:

A. The original purpose or objects of the issue and total money raised:

The Company in terms of Prospectus raised an amount of ₹2,500.00 million (Gross proceeds) after deducting issue related expenses amounting to ₹ 190.89 million, (Net proceeds) towards the objects in the following manner as set forth in the Prospectus:



(₹ in million)

Original objects of the issue	Estimated Utilization			Total
	Fiscal 2025	Fiscal 2026	Fiscal 2027	
1. Funding of capital expenditure for expansion through purchase of machineries and equipment by our Company	222.62	141.04	-	363.66
2. Funding working capital requirements of our Company	-	134.56	118.29	252.85
3. Investment in Material Subsidiary for:				
(3.i) Funding of capital expenditure for expansion through purchase of machineries and equipment	217.98	220.93	-	438.91
(3.ii) Funding working capital requirements	-	233.29	213.87	447.15
(3.iii) Repayment / prepayment, in full or part, certain borrowings	400.00	-	-	400.00
4. General corporate purposes	162.62	243.92	-	406.54

B. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through Prospectus:

a. Money utilized for the objects of the Company as stated in the Prospectus and the extent of achievement of such objects in percentage terms and the unutilised amount out of the money so raised through the Prospectus as on 30.09.2025 are as under:

(₹ in million)

Sl. No.	Original objects of the issue	Original amount allocated	Amount utilized upto 30.09.2025	Extent of achievement of objects in terms of percentage	Balance unutilized Amount as on 30.09.2025
1	Funding of capital expenditure for expansion through purchase of machineries and equipment by our Company	363.66	235.38	64.72%	128.28
2	Funding working capital requirements of our Company	252.85	134.60	53.22%	118.25
3	Investment in Material Subsidiary for:				



3.i	Funding of capital expenditure for expansion through purchase of machineries and equipment	438.91	354.32	80.72%	84.59
3.ii	Funding working capital requirements	447.15	233.30	52.18%	213.85
3.iii	Repayment / prepayment, in full or part, certain borrowings	400.00	-	0%	400.00
4	General corporate purposes	406.54	371.57	91.41%	34.97
	Total	2309.11	1329.17		979.94

b. Money utilized pursuant to alteration/variation in the objects of the Issue as stated above and the extent of achievement of such objects in percentage terms and the unutilised amount out of the such money as on 30.09.2025 are as under:

Not applicable

C. Particulars of the proposed variation in the objects for which Prospectus was issued:

(₹ in million)

Original objects of the issue	Amount grouped for each object	Amount utilized	Amount Unutilized	Amount proposed to be altered and details thereto	Purpose
1. Funding of capital expenditure for expansion through purchase of machineries and equipment by our Company	363.66	235.38	128.28	128.28	Mergers & Acquisitions, Green field Projects, Joint Ventures
2. Funding working capital requirements of our Company	252.85	134.60	118.25	-	-
3. Investment in Material					



Subsidiary for:					
(3.i) Funding of capital expenditure for expansion through purchase of machineries and equipment	438.91	354.32	84.59	84.59	Mergers & Acquisitions, Green field Projects, Joint Ventures
(3.ii) Funding working capital requirements	447.15	233.30	213.85	-	-
(3.iii) Repayment / prepayment, in full or part, certain borrowings	400.00	-	400.00	400.00	Mergers & Acquisitions, Green field Projects, Joint Ventures
4. General corporate purposes	406.54	371.57	34.97	-	-
TOTAL	2,309.11	1329.17	979.94	612.87	

D. The reasons and justifications for seeking variation:

The Company intends to vary the terms of objects of the issue as referred to in the Prospectus in view of business dynamics, compulsions of variations in certain vendors, long-term objectives, growth through inorganic routes, Mergers and Acquisitions, Green field Projects, Joint Ventures in order to improve market access, industry diversification and shareholders value/return. These are explained in the earlier paras also.

E. The proposed time limit within which the proposed varied objects would be achieved:

(₹ in million)

Sl No.	Objects of the issue upon variation	Estimated utilization upon varying objects	Estimated utilization in Fiscal 2026	Estimated utilization in Fiscal 2027
1	Mergers & Acquisitions, Green filed Projects, Joint Ventures	612.87	60%	40%



F. The Amount proposed to be utilized for the new objects:

(₹ in million)

Sl No.	Objects of the issue upon variation	Proposed utilization upon variation of objects
1	Mergers & Acquisitions, Green field Projects and Joint Ventures of the Company- The reallocation of funds is strategically aligned with the Company's long-term objectives to further strengthen the war-chest for pursuing Investments in M&A activities, Green field Projects, Joint Ventures both in India and abroad. This will enhance market access, pursue industry diversification, and increase shareholders value.	612.87

G. The estimated financial impact of the proposed alteration on the earnings and cash flow of the Company:

With the proposed variation, the Company aims to expand its business operations by leveraging emerging growth opportunities, thereby enabling it to scale and strengthen its market position. The management believes that this strategic variation will lead to improved consolidated earnings and cash flows over the long term, ensuring optimal utilization of Initial Public Offering proceeds and enhancing overall shareholder value.

H. The risk factors pertaining to the new objects:

The proposed variation / reallocation of funds may be subject to various risks and uncertainties associated with the Company's expansion initiatives, including proposed investments in joint ventures and Greenfield projects. These may require necessary approvals, consents, and clearances under applicable laws, including from the Board of Directors of the Company and/or its subsidiaries or joint venture partners, under the Companies Act, 2013, Foreign Exchange Management Act, 1999, or other applicable legal and regulatory frameworks.

Any delay in obtaining such approvals, finalising joint venture arrangements, achieving financial closure, securing land, statutory clearances, environmental or local authority permissions, or executing project-related contracts may adversely impact or delay the implementation of the proposed variation / reallocation, and consequently, affect the proposed timelines and expected benefits.

The proposed variation is intended to facilitate efficient capital deployment and reduce the burden on the Company's internal accruals and financing plans. However, the success of the intended investments in joint ventures and Greenfield projects will depend on several external factors such as market conditions, project execution risks, partner performance, availability of skilled manpower, and supply chain constraints.

Any adverse changes in economic, business, or regulatory environments, or unforeseen increases in project costs, may affect the viability, returns, and timelines of such projects and, in turn, impact the financial position and results of operations of the Company.

I. The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:

None. All the details are mentioned in the explanatory statement.

The Company shall undertake the variation/deviation/alteration of Objects of the issue, only if the aforesaid proposal of variation/deviation/alteration in the Objects is approved by more than 90% of the present and voting shareholders. If the resolution is dissented by 10% or more of the present and voting shareholders, the Company and the promoters will comply with the provisions pertaining to exit opportunity to dissenting shareholders



under Schedule XX read with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

Any interested person may obtain a copy of the notice of the resolution from the Registered Office of the Company during the business hours of may access through the website of our Company at www.unimechaerospace.com.

Accordingly, in pursuance of the provisions of Section 27 of the Companies Act 2013 read with rules framed thereunder and in terms of the Regulation 59 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the Schedule XX and such other law as may be applicable for time being in force, the Board recommends the resolution set out at item 1 of this notice to the members for their consideration and approval, by way of Special Resolution.

All relevant documents including copy of notice, resolution and explanatory statement in relation to proposed variation of objects would be made available for inspection.

The Board of Directors recommend the resolution set forth in Item no. 1 for your approval as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s)/person (s).

ITEM NO 2:

TO GRANT LOANS AND GUARANTEES TO ANY BODIES CORPORATE AND PERSONS AND INVESTMENTS IN ANY BODY CORPORATE PURSUANT TO SECTION 186 OF THE COMPANIES ACT 2013:

In terms of the provisions of Section 186 of the Companies Act, 2013 and Rules made thereunder, no Company shall directly or indirectly, without prior approval by means of a Special Resolution passed at a General Meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 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 more. In view of the aforesaid Proposed Transaction, the Company may be required to make investment or to give loan or to extend guarantee/letter of comfort/letter of support/security in connection with loan taken by affiliate/joint venture/associate/subsidiary of the Company or any other body corporate. Hence, approval of the Members is being sought by way of a Special Resolution to make investment or to give loan/guarantee or provide security/letter of comfort/letter of support to other body corporate upto an amount not exceeding INR 1,000 crores in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at Item No. 2 of this Notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company.

The Board of Directors recommend the resolution set forth in Item no. 2 for your approval as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s)/person (s).



ITEM NO 3:

TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), the Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, subject to approval of the shareholders by way of a Special Resolution in the General Meeting. It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested including loan(s) including loan represented by way of Book Debt already made, and/or already provided guarantee(s) and/or provided security(ies) in connection with any loans already taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the “Entities”), from time to time, for any purposes as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 3.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company only for its principal business activities and other matters connected and incidental thereto.

The Board of Directors recommend the resolution set forth in Item no. 3 for your approval as a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s)/person (s).

By Order of the Board of Directors
For **Unimech Aerospace and Manufacturing Limited**

Date: November 12, 2025

Place: Bangalore

Akash Shetty
Company Secretary and Compliance Officer
FCS No.11314