



NOTICE

SHORTER NOTICE is hereby given that the Second Extra-Ordinary General Meeting (“**EOGM**”) of the Members of Allied Engineering Works Limited (“**the Company**”) for the FY 2025-26 will be held on Friday, June 27, 2025, at 04:00 p.m. at the registered office of the Company situated at M-11, Badli Industrial Estate, Delhi – 110042, India to transact the following business.

SPECIAL BUSINESS:

Item No. 1: To consider and approve the Initial Public Offer

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special Resolutions:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force), including the Companies (Share Capital and Debentures) Rules, 2014, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively, the “**Companies Act**”), the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”) and the Securities Contracts (Regulation) Rules, 1957 (“**SCRR**”) and the applicable rules thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any statutory modifications or re-enactment thereof, for the time being in force) and any other applicable laws, rules, regulations, guidelines, press notes, notifications, circulars, directions, orders and clarifications issued from time to time, in India or outside India, in each case, as amended (collectively, the “**Applicable Laws**”) by the Government of India (“**GOI**”), including the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (“**SEBI**”), Reserve Bank of India (“**RBI**”) and any other applicable laws, rules and regulations, in India or outside India, and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognized stock exchanges of India where the equity shares of face value of Rs. 5/- (Rupees Five) each of the Company (the “**Equity Shares**”) are proposed to be listed (“**Stock Exchanges**”), and subject to any approvals, consents, permissions, waivers and/or sanctions from the government of India (the “**GoI**”), including the Department for Promotion of Industry and Internal Trade, the Department of Economic Affairs, Ministry of Finance, RBI, SEBI, the Registrar of Companies, Delhi and Haryana at New Delhi (the “**RoC**”), the Stock Exchanges, and/or any other appropriate government, statutory or regulatory authorities (collectively, the “**Regulatory Authorities**”), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any Regulatory Authorities while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the shareholders of the Company is hereby granted for an initial public offering of equity shares which comprises of a fresh issue of such number of equity shares of face value of Rs. 5/- (Rupees Five) each (“**Equity Shares**”) aggregating up to Rs. 4,000 Million, by the Company (the “**Fresh Issue**”) and an offer for sale of Equity Shares (the “**Offer for Sale**”) by certain shareholders of the Company (such Offer for Sale and together



with the Fresh Issue, the “Offer”), for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 1% of the Offer or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined by the Company in consultation with the BRLM, through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLM in accordance with the SEBI ICDR Regulations (the “Offer Price”), on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, as the Board may decide, including to one or more of the members of the Company, eligible employees of the Company, Hindu undivided families, anchor investors (if any) or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, foreign portfolio investors, registered foreign venture capital investors, registered alternate investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds with a minimum corpus of Rs. 250/- million, pension funds with a minimum corpus of Rs. 250/- million registered with the Pension Fund Regulatory and Development Authority, the National Investment Fund set up by the GoI, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at a price determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such price or prices (at a discount, at par or at a premium) per Equity Share as may be fixed and determined by the Board, and subject to Applicable Laws, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the book running lead managers to the Offer (“BRLMs”) and/or underwriters and/or other advisors or such persons appointed for the Offer, and that the Board in consultation with the BRLMs may finalize all matters incidental thereto as it may in its absolute discretion thinks fit without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee. In addition, the Company may complete a private placement of certain Equity Shares to selected investors as permitted under Applicable Laws.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, the consent and approval of the shareholders of the Company is hereby accorded, to undertake a further issuance of specified securities of the Company aggregating up to such amount not exceeding 20% of the Fresh Issue, to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus, if applicable (“**Pre-IPO Placement**”), at such other price as may be decided by the Board, in consultation with the BRLMs and/or other advisors, determine in light of the then prevailing market conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private



placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Offer would be reduced to such extent, from the Fresh Issue portion of the Offer, subject to the Offer satisfying the minimum issue size requirements under the SCRR.”

“RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and the selling shareholders shall pay interest on failure thereof, as per applicable law and in consultation with the BRLMs.”

“RESOLVED FURTHER THAT the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.”

“RESOLVED FURTHER THAT such of the Equity Shares to be issued under the Offer as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to compliance with all Applicable Law.”

“RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred in the Offer (including any reservations) shall be subject to the memorandum of association and the articles of association of the Company and rank pari passu with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“RESOLVED FURTHER THAT subject to Applicable Laws, oversubscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer.”

“RESOLVED FURTHER THAT subject to Applicable Laws, the approval of the shareholders of the Company be and is hereby accorded to the listing and trading of the Equity Shares on BSE Limited and the National Stock Exchange of India Limited pursuant to the Offer.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer and to delegate all or any of the powers herein conferred in such manner as it may deem fit, including, without limitation, the following:

- (i) To make applications, to seek clarifications and obtain approvals from, where necessary, the SEBI, the RBI, and any other Regulatory Authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;



(ii) To take all actions as may be necessary in connection with the Offer, including extending the Bid/ Offer period, revision of the Price Band, in accordance with the Applicable Laws;

(iii) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor bank(s) to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrar to the Offer, refund banks to the Offer, public offer account banks to the Offer, advertising agencies, legal counsel and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalization, execution and, if required, the amendment of the Offer agreement with the BRLMs and the underwriting agreement with the underwriters;

(iv) To negotiate, finalize, approve, settle, execute and deliver or arrange the delivery of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP"), the prospectus, Offer agreement, registrar agreement, syndicate agreement, underwriting agreement, advertising agency agreement, cash escrow and sponsor bank agreement, share escrow agreement, monitoring agency and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the aforementioned documents;

(v) To decide the pricing, the terms of the Offer of the Equity Shares, all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of over-subscription and in accordance with Applicable Laws;

(vi) To decide in consultation with the BRLMs on the size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band, bid period, Offer price, and to accept any amendments, modifications, variations or alterations thereto;

(vii) To finalize, settle, approve and adopt and file in consultation with the BRLMs, where applicable, the DRHP with the SEBI, RHP with the RoC, the prospectus for the Offer together with any addenda, corrigenda or supplement thereto with the SEBI and RoC and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertaking/certificates or provide clarifications to the SEBI, the RoC or any other relevant Regulatory Authorities or in accordance with Applicable Laws;

(viii) To seek, if required, the consent of the lenders of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;

(ix) To open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;



- (x) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (xi) To approve code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;
- (xii) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
- (xiii) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;
- (xiv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Offer;
- (xv) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
- (xvi) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by the SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xvii) To approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLMs;
- (xviii) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the aforementioned documents;
- (xix) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws;
- (xx) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xxi) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this regard with power to authorize one or more officers of the Company to execute all or any of the aforementioned documents;
- (xxii) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of



allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;

(xxiii) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;

(xxiv) To approve the expenditure in relation to the Offer;

(xxv) To approve and adopt the relevant restated consolidated financial statements to be issued in connection with the Offer;

(xxvi) To take such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;

(xxvii) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by it or any committee thereof shall be conclusive evidence of the authority of the Board in so doing; and

(xxviii) To delegate any of the powers mentioned above to the following persons, namely Mr. Ashutosh Goel, Chairman and Managing Director and Mr. Vipul Gupta, Executive Director, to severally do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“RESOLVED FURTHER THAT in relation to the Offer, any decision regarding the Offer may be made by the Company together with, or in consultation with the BRLMs as may be mutually agreed upon in terms of any agreement in connection with the Offer.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Ashutosh Goel, Chairman and Managing Director and Mr. Vipul Gupta, Executive Director, severally, and/or a duly constituted committee thereof, including the IPO committee and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including, without limitation, the issue, transfer and allotment of the Equity Shares pursuant to the Offer, and may subject to the provisions of Applicable Laws, determine the terms of the Offer, including with respect to the class of investors to whom the Equity Shares are to be allotted and/or transferred, the number of Equity Shares to be allotted and/or transferred, the Offer price, premium amount, Discount (as allowed under Applicable Laws), Reservation, appointment of the intermediaries, opening escrow accounts, finalizing the basis of allotment of the Equity Shares, to approve the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, to make any the necessary form filings with RoC, filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt, and further, to negotiate, finalize and execute all documents, agreements, papers, instruments and writings including arrangements with selling shareholders, the BRLMs, underwriters, escrow agents, legal advisors, etc.,



as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the Offer or the documentation in relation thereto as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No. 2: To increase in investment limits for Non-Resident Indians and Overseas Citizens of India

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 applicable provisions of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the Consolidated FDI Policy Circular of 2020, as amended the Non-resident Indians (“NRIs”) and Overseas Citizens of India (“OCIs”), together, can acquire on repatriation basis and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian Company, the Companies Act, 2013, and the rules made thereunder, each as amended, and subject to all applicable approvals, permissions and sanctions of and/or filings with the Reserve Bank of India, the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, the aggregate limit of NRI and OCI investment on a repatriation basis in the equity shares of face value of Rs. 5/- (Rupees Five) each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully-diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully-diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, Mr. Ashutosh Goel, Chairman and Managing Director, and/or Mr. Vipul Gupta, Executive Director, severally, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any the necessary form filings with RoC, filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed



and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“**RESOLVED FURTHER THAT** duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

Item No. 3: To fix tenure of Mr. Vipul Gupta, Executive Director for 5 years.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V 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), and in accordance with the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for fixing the tenure of Mr. Vipul Gupta (DIN: 03529058), who is already serving as an Executive Director, for a period of 5 (five) years commencing from March 14, 2023 to March 13, 2028, on the terms and conditions including remuneration as detailed in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT Mr. Ashutosh Goel, Chairman and Managing Director, and/or Mr. Vipul Gupta, Executive Director, of the Company, be and is hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper, or expedient to give effect to this resolution, including the execution of necessary agreements, documents, and filings with statutory authorities.

RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

**By the order of the Board of Directors
For Allied Engineering Works Limited**

Sd/-

Bhavesh Mehra
Company Secretary

Place: Delhi
Date: June 27, 2025

Registered Office: M-11, Badli Industrial Estate, Delhi - 110042

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ('THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FOUR HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 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 A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A BLANK PROXY FORM IS ENCLOSED.

PROXIES SHALL BE EXCLUDED FOR DETERMINING THE QUORUM.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution / Corporate Representation Letter authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Extra-Ordinary General Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Map of the venue of the Extra-Ordinary General Meeting is annexed hereto.



ALLIED ENGINEERING WORKS LIMITED

(Formerly known as Allied Engineering Works Private Limited)
Reg. Office: M-11, Badli Industrial Estate, Delhi-110042 (India)
marketing@aewinfra.com | goelashutosh@yahoo.com
<https://aewinfra.com/>
CIN: U31900DL2011PLC220430



FORM No. MGT 11

PROXY FORM

(Pursuant to Section 105(6) Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014)

NAME: Allied Engineering Works Limited

CIN: U01409MH2017PLC407976

REGISTERED OFFICE: M-11, Badli Industrial Estate, Delhi - 110042

Name of the member (s) :	
Registered Address :	
E-mail ID :	
Folio No. / Client ID :	
DP ID :	
No. of shares held	

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

1	Name :	
	Address :	
	E-mail ID :	
	Signature :	

Or failing him

2	Name of the member (s) :	
	Registered Address :	
	E-mail ID :	
	Folio No. / Client ID :	

Or failing him

3	Name of the member (s) :	
	Registered Address :	
	E-mail ID :	
	Folio No. / Client ID :	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary



ALLIED ENGINEERING WORKS LIMITED

(Formerly known as Allied Engineering Works Private Limited)
Reg. Office: M-11, Badli Industrial Estate, Delhi-110042 (India)
marketing@aewinfra.com | goelashutosh@yahoo.com
<https://aewinfra.com/>
CIN: U31900DL2011PLC220430



General Meeting of the Members of the Company on Friday, June 27, 2025, at 04:00 p.m. at its registered office at M-11, Badli Industrial Estate, Delhi – 110042, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
Special Business			
1.	To consider and approve the Initial Public Offer.		
2.	To increase in investment limits for Non-Resident Indians and Overseas Citizens of India.		

Signed this

Signature of the shareholder

Signature of Proxy holder(s)

AFFIX ONE RUPEE
REVENUE
STAMP

Note: 1. 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 4 hours before the commencement of the Meeting.

A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.



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ATTENDANCE SLIP

DP ID.	
CLIENT ID	

FOLIO NO.	
NO. OF SHARES	

Name & Address of Shareholder / Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Members of the Company held on Friday, June 27, 2025, at 04:00 p.m. at its registered office at M-11, Badli Industrial Estate, Delhi – 110042, India.

Member's / Proxy's Signature

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Office)

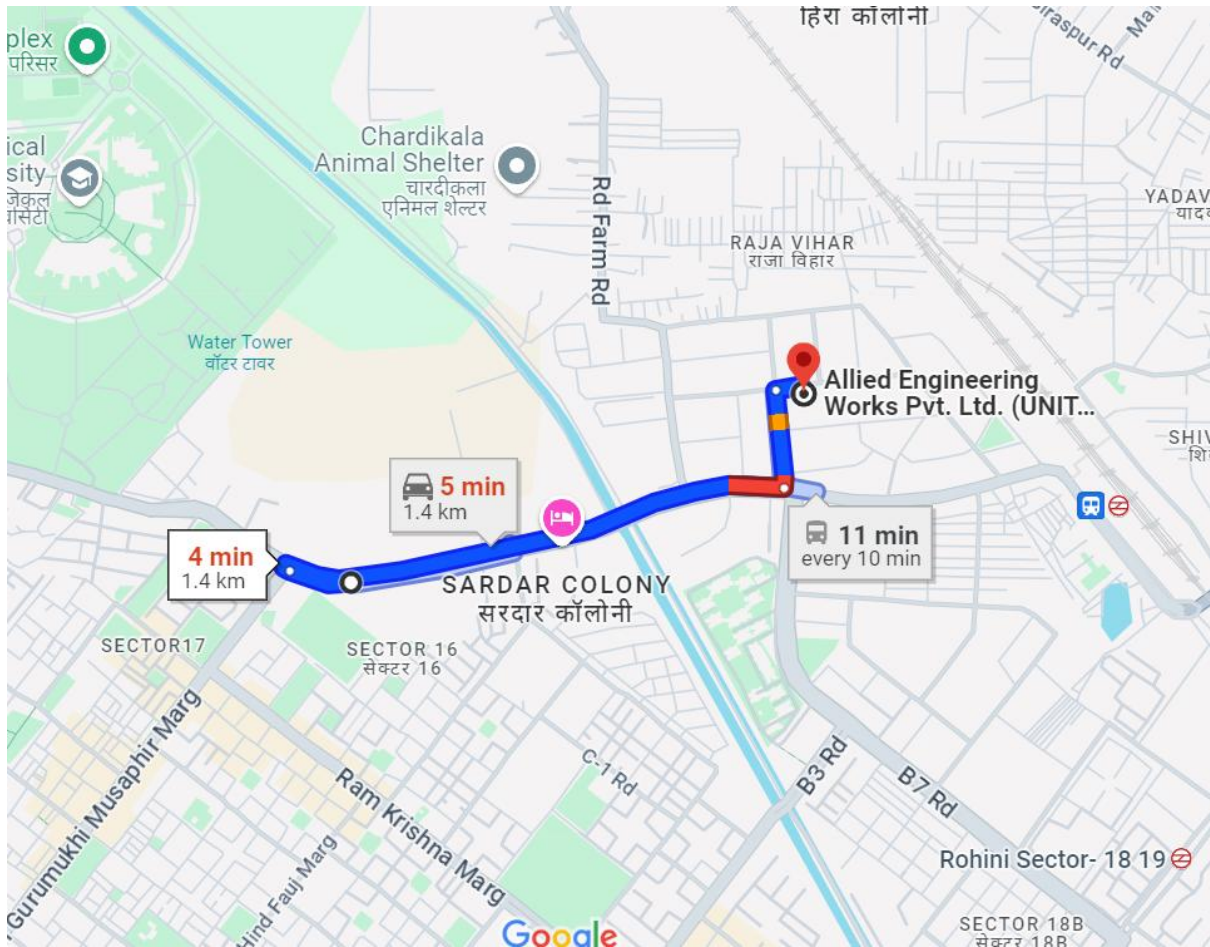


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<https://aewinfra.com/>
CIN: U31900DL2011PLC220430



ROUTE MAP TO THE REGISTERED OFFICE OF THE COMPANY



Prominent Landmark: Samaypur Metro Station, Horizon plant, Bawana Rd, Suraj Park, Badli, Rohini, New Delhi, Delhi 110042

EOGM Venue: M-11, Badli Industrial Estate, Delhi 110042, India



EXPLANATORY STATEMENT

(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)

Item No. 1: To consider and approve the Initial Public Offer

The Company intends to list its equity shares ("Equity Shares") on one or more stock exchanges to enable the shareholders to have a formal market place for dealing in such Equity Shares. For this purpose, the Company proposes, among others, to undertake an initial public offering of Equity Shares, and to create, issue, transfer, offer and/or allot Equity Shares, including by way of a fresh issue of such number of Equity Shares of face value of Rs. 5/- (Rupees Five) each aggregating up to Rs. 4,000 Million, by the Company (the "Fresh Issue") and/or an offer for sale of Equity Shares by certain existing shareholders of the Company (the "Offer for Sale", together with the Fresh Issue, the "Offer"). The Company intends to undertake the Offer and list the Equity Shares at an opportune time, in consultation with the book running lead managers and other advisors, subject to applicable regulatory approvals.

The Offer structure, will be finalized at the absolute discretion of the Board. In addition, the Company may undertake a private placement of certain Equity Shares to selected investors as permitted under applicable laws (the "Pre-IPO Placement"). Unless the context requires otherwise, the term, "Offer" includes the Fresh Issue, the Offer for Sale. The Offer will be made to the various categories of permitted investors who may or may not be shareholder(s) of the Company in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"). The Equity Shares, if any, allotted in the Offer shall rank pari passu in all respects with the existing Equity Shares.

The proceeds from the Offer will be utilized for the purpose of (i) part financing the capital expenditure requirements for setting up manufacturing facilities for the production of: (a) smart gas meters, smart water meters, IoT solutions at our land situated at 376, HSIIDC Kundli Industrial Estate, Haryana, 131 028 ("Kundli Facility") and (b) smart electricity meters at our land situated at 2003 B HSIIDC Rai Industrial Estate, Haryana, 131 029 ("Rai Facility" and together with the Kundli Facility, "Proposed Manufacturing Facilities"); (ii) funding future working capital requirements of our Company; and (iii) general corporate purposes. and any other purpose as may be set out in the offer documents for the Offer.

Please note that in terms of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of the Company (other than the Equity Shares offered under the Offer), shall be locked-in for a period of six months from the date of allotment pursuant to the Offer, subject to exceptions under the SEBI ICDR Regulations.

Further, in terms of the SEBI ICDR Regulations, Equity Shares held by the shareholders prior to the Offer and locked-in for a period of six months may be transferred to any other person holding Equity Shares which are locked in along with the Equity Shares proposed to be transferred, subject to the continuation of the applicable lock-in and the transferee being ineligible to transfer such Equity Shares



until expiry of the lock-in period, and compliance with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Equity Shares are proposed to be listed on BSE Limited, National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to the promoters or members of promoter group of the Company in the Offer. However, the directors (other than (except those part of the promoter group or are the independent directors of the Company) or the key managerial personnel or members of senior management may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations.

No change in control of the Company or its management of its business is intended or expected pursuant to the Issue.

Pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, the approval of the shareholders of the Company is required for an initial public offering.

The Board recommends the resolutions set out in item no. 1 of the Notice for your approval.

None of the directors or key managerial personnel or senior management of the Company and their relatives are interested, financially or otherwise, in these resolutions.

Item No. 2: To increase in investment limits for Non-Resident Indians and Overseas Citizens of India

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), and the Consolidated FDI Policy Circular of 2020, as amended (together with the FEMA Regulations, the “**FEMA Laws**”), the Non-resident Indians (“**NRIs**”) and Overseas Citizens of India (“**OCIs**”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid-up equity share capital of an Indian listed company on a fully-diluted basis. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India as required under the FEMA Laws. Considering the proposal of intending to get the equity shares of the Company listed, the Board may consider, subject to the approval of the shareholders by way of a special resolution, to increase the foreign investment limit of NRIs and OCIs, together, to 5% of the paid-up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the paid-up equity share capital on a fully-diluted basis or such other limit as may be stipulated under applicable law in each case, from time to time.

The Board recommends the resolutions set out in item no. 2 of the Notice for your approval.

None of the directors or key managerial personnel or senior management of the Company and their relatives are interested, financially or otherwise, in these resolutions.

Item No. 3: To fix tenure of Mr. Vipul Gupta, Executive Director for 5 years.



The Board of Directors, at its meeting held on June 27, 2025, approved the proposal to fix the tenure of Mr. Vipul Gupta (DIN: 03529058), as Executive Director of the Company for a period of 5 (five) years, commencing from March 14, 2023 to March 13, 2028.

Mr. Vipul Gupta has been serving as an Executive Director of the Company and has significantly contributed to the Company's growth and management. To ensure continuity in leadership and in compliance with the provisions of the Companies Act, 2013, the Board proposes to fix his tenure for a term of five years.

The main terms and conditions of his appointment are as follows:

- Tenure: 5 years, from March 14, 2023 to March 13, 2028,
- Designation: Executive Director
- Remuneration: As may be determined by the Board of Directors within the limits prescribed under Sections 197 and 198 read with Schedule V of the Companies Act, 2013, including any amendments thereto.
- Roles and Responsibilities: As may be assigned by the Board of Directors from time to time.

Other Terms: He shall be subject to retirement by rotation as per the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

The Board recommends the resolution set forth in this notice for the approval of the members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) and their relatives, except Mr. Vipul Gupta and his relatives, is concerned or interested, financially or otherwise, in the resolution.

**By the order of the Board of Directors
For Allied Engineering Works Limited**

Sd/-

**Bhavesh Mehra
Company Secretary**

Place: Delhi
Date: June 27, 2025

Registered Office: M-11, Badli Industrial Estate, Delhi 110042