NOTICE OF AGM

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF A G UNIVERSAL LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH SEPTEMBER, 2026 AT 2:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the **Audited Financial Statements** for the Financial Year Ended March 31, 2026 including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss Accounts and Cash Flow Statement for the year ended on that date along with reports of the Board of Director's and Auditor's thereon.

2. To appoint a director in place of Mr. Kaushal Gupta (DIN: 09310239) Director of the Company who retires from office by rotation and being eligible offers himself for re-appointment and for the said purpose to consider and if thought fit, to pass the following resolution with or without modification(s) as an Ordinary Resolution.

   "RESOLVED THAT Mr. Kaushal Gupta (DIN: 09310239), who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Re- appointment of Statutory auditors

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142, and other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, **M/s. Goyal Nagpal & Co.**, Chartered Accountants (Firm Registration No. 018289C), the retiring Statutory Auditors of the Company, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for a **second consecutive term of five (5) years**, from the conclusion of 18th Annual General Meeting until the conclusion of the 23rd Annual General Meeting to be held in the calendar year 2031, at such remuneration, plus out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors and the Auditors."

4. **Re-appointment of Mr. Kaushal Gupta as a Whole-Time Director**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and Regulation 17(6C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded for the re-appointment of **Mr. Kaushal Gupta** (DIN: 09310239) as a Whole-Time Director of the Company for a further period of (Five) years with effect from September 7, 2026, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed hereto.”

5. Appointment of Independent Director

The Board seeks to appoint **(Mrs. Kusum Naruka)** as a non-executive Independent Director. The Company has received a declaration confirming that she meets the criteria of independence specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR. In the opinion of the Board, she possesses the necessary skills, integrity, and corporate expertise.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and Regulations 16, 17, and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mrs. Kusum Naruka** (**DIN: 10679553)**, in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee, and who has submitted a declaration of independence, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years **with effect from October 1, 2026**.”

6. Approval for disposal of the undertaking comprising the Manufacturing Unit at Jhajjar, Haryana under Section 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Sections 180(1)(a) and 180(4) and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded by way of a Special Resolution to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall include any Committee of the Board and, to the extent permissible under the Act, any Director or Key Managerial Personnel authorised by the Board) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company comprised in its Manufacturing Unit situated at Jhajjar, Haryana, including the land, buildings, plant and machinery forming part thereof, the said Manufacturing Unit constituting an 'undertaking' within the meaning of the Explanation to Section 180(1)(a) of the Act, in one or more tranches, for a period not exceeding 1 (one) year from the date of passing this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize, and execute the final terms and conditions of the sale/disposal, provided that the transaction value shall not be less than the fair market value determined by a Registered Valuer appointed under Section 247 of the Act read with the Companies (Registered Valuers and Valuation) Rules, 2017, as set out in a valuation report dated not earlier than 6 (six) months prior to the date of the sale deed or business transfer agreement.

RESOLVED FURTHER THAT if the Board is unable to conclude the sale or enter into a binding agreement for the disposal of the said assets within the stipulated 1 (one) year validity period (i.e., on or before 29th September, 2027), this enabling resolution shall automatically lapse and stand cancelled, requiring a fresh approval of the Members of the Company.

RESOLVED FURTHER THAT in terms of Section 180(4) of the Act, the consent of the Members is accorded subject to the condition that the net proceeds arising from the said sale, lease or disposal shall be utilised, in such proportion as the Board may determine, towards repayment or prepayment of the borrowings of the Company, capital expenditure and general corporate purposes of the Company, and shall not be applied for any purpose falling outside the ordinary course of the Company's business without the prior approval of the Members.

RESOLVED FURTHER THAT in accordance with the provisos to Regulation 37A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Special Resolution shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceed the votes cast by such public shareholders against the resolution, and no public shareholder who is, directly or indirectly, a party to the proposed sale, lease or disposal shall vote on this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things, including executing necessary agreements, deeds of assignment, conveyances, to settle any questions or difficulties that may arise in this regard, and to delegate all or any of the powers herein conferred, to the extent permitted under the Act, to any Committee of Directors, any Director, the Company Secretary or any other officer of the Company, in order to give effect to this resolution.”

By Order of the Board of Directors
For A G Universal Limited

Sd/-
Surbhi Gupta
Company Secretary & Compliance Officer
(Membership No.: ACS 71576)

Date : 05.09.2026
Place: New Delhi

ANNEXURE TO ITEM NO. 2 and 4

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ('SEBI LISTING REGULATIONS')

Name of Director	**Mr. Kaushal Gupta**
DIN	09310293
Date of Birth	April 10, 1992
Age	34 years
Date of Appointment on Board of Company	Appointed as Executive Director on September 7, 2021
Educational Qualification	B.Sc. and B.Ed
Relationship with Directors	NA
Shareholding in Company	NA
Experience (in years)	5 years
Area of Expertise	He has extensive experience in the industry and offers the company a new direction and edge with his organisational skills and experience.
Directorship in other public/ private company	NA
Partnership in LLP	NA
Membership in committee of other public company	NA

NOTES:

a) An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with the relevant Rules made thereunder, setting out the material facts and reasons, in respect of Item Nos. 3, 4, 5 and 6 of this Notice of AGM ('Notice'), is annexed herewith.

b) In the view of the situation arising due to COVID-19 global pandemic, social distancing norm is to be followed. Accordingly, the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Securities and Exchange Board of India (SEBI) vide its Circular No. S E B I / H O / C F D / C M D 1 / CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/ 2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/ 2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. Thus, in compliance with the said Circulars, the 18th Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio-visual means (OAVM). Members can attend and participate in the AGM through VC/OAVM.

c) The Registered office of the company shall deem to be the venue of the Meeting.

d) **General Instructions for accessing and participating in the 18th Annual General Meeting (AGM) through VC/ OAVM facility and voting through electronic means including remote e-voting:**

1. In In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020, 13 April 2020, 13 January 2021, 14 December 2021, 5 May 2022 and 28 December 2022 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15 January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May 2022 and SEBI/HO/DDHS/DDHSRACPOD1/ P/ CIR/2023/001 dated 5 January 2023 General Circular No. 09/2024 dated 19.09.2024 and General Circular No. 03/2025 dated 22.09.2025 have permitted the holding of the Annual General Meeting (“AGM”) through Video Conference/Other Audio Visual Means, without the physical presence of the Members at common venue.

   Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 18th AGM of the Company being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) herein after called as “e-AGM”.

   e- AGM: The Company has appointed Skyline Financial Services Limited, Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

2. Pursuant to the provisions of the circulars on the VC/ OAVM (e-AGM):

   a. Members can attend the meeting through login credentials provided to them to connect to Video Conference (VC)/Other Audio-Visual Means (OAVM) Physical attendance of the Members at the Meeting venue is not required.
   b. Body Corporates are entitled to appoint authorized representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.

4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. The attendance of the Members (member’s logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to this Notice.

7. In terms of the Ministry of Corporate Affairs ("MCA") Circular the Notice calling the e-AGM and Annual Report has been uploaded on the website of the Company at https://aguniversal.co.in//investor_annual_reports. The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at https://www.nseindia.com. The Notice and Annual Report is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

   The Annual Report for the Financial year ended 31st March 2026 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s), owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's Report or other documents required to be attached therewith (together referred to as Annual Report).

8. Members who have not yet registered their e-mail addresses, bank account details and mobile number are requested to register the same with their Depository Participants ("DP") since the shares are held by them in electronic Form.

9. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer.

10. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2026 to 30th September, 2026 (both days inclusive).

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

The remote e-voting period begins on Sunday, 27th September, 2026 at 9:00 A.M. and ends on Tuesday, 29th September, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

<u>Step 1: Access to NSDL e-Voting system</u>

<u>A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode</u>

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in	EVEN Number followed by Folio

Physical Form.	Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschandanjha.95@outlook.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Narendra Dev) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@aguniversal.co.in
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@aguniversal.co.in. If you are an

Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number,

email id, mobile number to cs@aguniversal.co.in. The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by company.

Date : **05.09.2026**
Place : New Delhi

By Order of the Board of Directors
For A G Universal Limited

Sd/-
Surbhi Gupta
Company Secretary & Compliance Officer
(Membership No.: ACS 71576)

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No 3

M/s. Goyal Nagpal & Co., Chartered Accountants (Firm Registration No. 018289C), were initially appointed to fill a casual vacancy in October 2021, and were subsequently appointed by the shareholders at the Annual General Meeting (AGM) held in 2021 for their first full term of five (5) consecutive years. Their current five-year tenure expires at the conclusion of this upcoming AGM.

Pursuant to Section 139(2) of the Companies Act, 2013, a listed company is permitted to appoint an audit firm for up to two consecutive terms of five years each. Since M/s. Goyal Nagpal & Co. have completed only their first five-year term, they are fully eligible for re-appointment for a second consecutive five-year block.

The Audit Committee and the Board of Directors have evaluated the performance, independence, and objectivity of the firm over their current tenure and found their services highly satisfactory. Consequently, the Board recommends their re-appointment from the conclusion of this AGM until the conclusion of the AGM to be held in the calendar year 2031. The Company has received a written consent and eligibility certificate from the firm confirming that their re-appointment, if made, would satisfy all criteria laid down under Section 141 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives are concerned or interested, financially or otherwise, in this resolution. The Board recommends the Ordinary Resolution as set out in Item No. 3 for shareholder approval.

Item No. 4

The previous tenure of **Mr. Kaushal Gupta** as a Whole-Time Director terminates on **September 6, 2026**. To ensure continuity of strategic leadership and management operations, the Board of Directors, at its meeting held on **September 5, 2026**, on the recommendation of the Nomination and Remuneration Committee, approved his re-appointment **with effect from September 7, 2026**, subject to the approval of the shareholders at this Annual General Meeting. Accordingly, this resolution is placed before the members for approval.

Save and except **himself** and his relatives, none of the Directors or KMPs are interested in this resolution. The Board recommends this Special Resolution.

Item No. 5

The Company's current Independent Director, **Mr. Atul Mahajan**, has submitted his resignation from the Board of Directors, which will become effective from the close of business hours on September 30, 2026. To maintain seamless compliance with board composition requirements under the Companies Act, 2013, and SEBI LODR Regulations, the Board of Directors at its meeting held on September 5, 2026, has proposed the direct appointment of **Mrs. Kusum Naruka** to fill the upcoming vacancy.

His appointment will become effective on **October 1, 2026**, subject to the approval of shareholders at this Annual General Meeting. The Company has received from Mrs. Kusum Naruka (i) her consent to act as a Director in Form DIR-2, (ii) a declaration that she is not disqualified under Section 164(2) of the Act, (iii) a declaration of independence under

Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, and (iv) confirmation that she has not been debarred from holding the office of director by SEBI or any other authority and that her name stands included in the databank of Independent Directors maintained under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mrs. Kusum Naruka fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and she is independent of the management of the Company.

Details of Mrs. Kusum Naruka as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings are annexed to this Notice.

Save and except Mrs. Kusum Naruka and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. The Board recommends the Ordinary Resolution set out at Item No. 5 for approval by the Members..

Item no 6

As previously disclosed to the Stock Exchanges on May 16, 2026, and June 30, 2026, the operations of the Company's Manufacturing Unit located at Jhajjar, Haryana, were permanently closed due to the long-term non-viability, extreme price volatility, and supply constraints surrounding essential fuel and gases. This manufacturing segment historically contributed approximately 60% to 70% of the total turnover of the Company.

To prevent the continuous financial drag of depreciation and fixed upkeep expenses on idle equipment, the Board intends to monetize and dispose of the underlying industrial land, factory buildings, plant, and machinery.

Since the manufacturing unit qualifies as an ‘undertaking’ under Section 180(1)(a) of the Companies Act, 2013 and SEBI LODR rules, any disposal requires prior approval from the shareholders via a Special Resolution. Furthermore, pursuant to Regulation 37A of the SEBI (LODR) Regulations, 2015, this resolution shall be acted upon only if it is approved on a “Majority of the Minority” basis (that is, the votes cast by public shareholders in favour must exceed the votes cast by public shareholders against).

To maintain strict corporate governance practices, this enabling resolution is given an explicit 1-year validity timeline. If the Board does not finalize a transaction within 12 months from the date of this AGM, this authorization will automatically expire, and the Board will return to the shareholders for a fresh mandate if a buyer is identified later. To protect shareholder interests, the final transaction value will not be less than the fair market value set out in a valuation report issued by a Registered Valuer appointed under Section 247 of the Companies Act, 2013, dated not earlier than 6 (six) months prior to the date of the sale deed or business transfer agreement.

Use of proceeds — disclosure under Regulation 37A(1)(b) of the SEBI Listing Regulations: the net proceeds of the proposed disposal are intended to be applied towards repayment or prepayment of the borrowings of the Company, funding of capital expenditure in the Company's continuing lines of business, and general corporate purposes, in such proportion as the Board may determine.

As on the date of this Notice no transferee has been identified, and the proposed disposal is not contemplated with a related party of the Company. If the eventual transferee is a related party, the Company shall seek separate approval of the Members for a material related party transaction under Regulation 23 of the SEBI Listing Regulations. In terms of the second proviso to Regulation 37A(1), no public shareholder who is, directly or indirectly, a party to the proposed disposal shall vote on the resolution set out at Item No. 6.

The Board recommends the Special Resolution set forth in Item No. 6 for approval by the members.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested, financially or otherwise, in this resolution.

Date : **05.09.2026**
Place : New Delhi

By Order of the Board of Directors
For A G Universal Limited

Sd/-
Surbhi Gupta
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