NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF AMBIT PRIVATE LIMITED ("THE COMPANY") WILL BE HELD ON THURSDAY, AUGUST 06, 2026 AT 04:00 P.M.(IST) THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM), AT THE REGISTERED OFFICE OF THE COMPANY, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a)The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, the reports of the Board of Directors and Auditors thereon, as presented at the meeting, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any Director or Company Secretary or the Chief Financial Officer of the Company be and is hereby severally authorized to sign and file necessary e-forms and various documents with the regulatory authorities and to issue a certified true copy of this resolution which shall remain in force until a notice in writing of its withdrawal or cancellation is given by the Company."

b)The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, the reports of the Board of Directors and Auditors thereon, as presented before the meeting, be and are hereby considered and adopted.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer of the Company be and is hereby severally authorized to sign and file necessary e-forms and various documents with the regulatory authorities and to issue a certified true copy of this resolution which shall remain in force until a notice in writing of its withdrawal or cancellation is given by the Company."

SPECIAL BUSINESS:

2. To consider and approve the appointment of Ms. Anjali Raina (DIN: 02327927) as Director (Non-Executive, Independent) of the Company and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 of the Companies Act, 2013 ("the Act") and any other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendation of the Talent & Compensation Committee and Board of Directors of the Company respectively, consent of the Members be and is hereby accorded for the appointment of Ms. Anjali Raina (DIN: 02327927), as a Non-Executive, Independent Director of the Company who was earlier appointed w.e.f. August 21, 2025, pursuant to Section 161 of the Act as an Additional Director of the Company.

RESOLVED FURTHER THAT the Directors or Company Secretary of the Company be and are hereby severally authorized to file all the necessary e-forms and various documents with the Registrar of Companies (ROC) and do all such acts, deeds, matters and things as may be required in this connection and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to issue a certified true copy of this resolution as may be required."

3.To consider and approve the change in designation of Mr. Konishi Kentaro (DIN: 07134798), from Non-Executive Director to Executive Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 152, 188 & 196 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendations of the Talent and Compensation Committee , the Audit Committee and the approval of the Board of Directors, the consent of the members be and is hereby accorded to change the designation of Mr. Kentaro Konishi (DIN: 07134798) from Non-Executive Director to Executive Director of the Company, effective from June 01, 2026 on such terms and conditions as may be mutually agreed.

RESOLVED FURTHER THAT any Director or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to file necessary e-forms (including Form DIR-12) with the Registrar of Companies (ROC) and to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to issue a certified true copy of this resolution as may be required."

4.To consider and approve amendment to the Ambit Long Term Incentive Plan 2011 ('LTIP 2011") and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules (if any) framed pursuant to the Companies Act 2013, in each case including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of Articles of Association of the Company, and based on recommendation of the Talent & Compensation Committee("T&CC") and approval of the Board of Directors, the consent of Members be and is hereby accorded to amend the Ambit Long Term Incentive Plan 2011 ("LTIP 2011"), as per the details furnished in the Explanatory Statement annexed to this Notice, other terms and conditions of the Ambit Long Term Incentive Plan 2011 remaining unchanged.

RESOLVED FURTHER THAT any Members of the T&CC or the Board of Directors be and are hereby severally authorized to implement and administer the LTIP 2011 and to vary, amend, or modify the terms of the Plan as deemed necessary, provided such changes are not prejudicial to the interests of the option grantees and remain in compliance with applicable laws in accordance with and subject to the terms of the Companies Act, 2013 and any guidelines, rules or regulations that may be issued by any regulatory/statutory authority, as applicable and make periodic disclosures in Director's report as may be required from time to time in accordance with the Companies Act, 2013 and the rules framed thereunder.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary or Chief Financial Officer of the Company and/or Mr. Animesh Kumar, Managing Director and Group Head – Strategy, Transformation and Talent - Human Resources be and are hereby severally authorized to do all such acts and deeds and take all steps as may be required to give effect to the aforesaid resolution including without limitation signing/executing such documents/agreements/letters/deeds, etc. as may be required and/or signing and/or filing the relevant forms including, returns, reports or such other document as applicable with the concerned Registrar of Companies and with such other authorities as may be required from time to time and do all such acts as may be required to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any Director, the Company Secretary, or the Chief Financial Officer of the Company be and is hereby authorized to issue a certified true copy of this resolution to any concerned party as may be required."

5. To consider and approve the sub-division (stock split) of equity shares of the Company and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d), Section 64, and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, and approval of board of directors, the consent of the Members of the Company be and is hereby accorded for the sub-division (stock split) of each of the existing Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up, into 5 (Five) Equity Shares of a face value of Rs. 2/- (Rupee Two Only) each, fully paid-up, ranking pari-passu in all respects with and carry the same rights as the existing fully paid equity shares of Rs. 10/- (Rupees Ten Only) each with effect from the record date to be determined by the Board or any Director or Company Secretary or the Chief Financial Officer as authorized by the Board.

RESOLVED FURTHER THAT pursuant to the sub-division /split of equity shares of the Company, all the equity shares having a face value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date, shall stand sub-divided as follows: -

Share Capital Category	Pre-Sub-division Structure	Post-Sub-division Structure
Authorized Capital	Rs. 4,11,65,00,000 comprising of:	Rs. 4,11,65,00,000 comprising of:
	40,93,00,000 Equity Shares of Rs. 10/- each	2,04,65,00,000 Equity Shares of Rs. 2/- each
	2,35,000 Preference Shares of Rs. 100/- each	2,35,000 Preference Shares of Rs. 100/- each
Issued, Subscribed & Paid-up Capital	Rs. 4,31,66,250 comprising of 43,16,625 Equity Shares of Rs. 10/- each	Rs. 4,31,66,250 comprising of 2,15,83,125 Equity Shares of Rs. 2/- each

RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, since all the equity shares of the Company are held in dematerialized form, the new sub-divided equity shares shall be allotted only in dematerialized form and credited to the respective demat accounts of the beneficial owners in lieu of their existing equity shares, in accordance with the provisions of the Depositories Act, 1996, and the rules, regulations and procedures framed thereunder, and no physical share certificates shall be issued.

RESOLVED FURTHER THAT any of the following below mentioned persons be and are hereby severally authorized to do all such acts, deeds and things as may be necessary in connection with the sub-division of the equity shares of the Company, including without limitation: (i) payment of applicable stamp duty, if any; (ii) filing of Form MGT-14 with the Registrar of Companies ("RoC") under Section 117 of the Companies Act, 2013 and such other applicable e-forms, returns or documents as may be required; (iii) making necessary applications, intimations and filings with National Securities Depository Limited ("NSDL") and/or Central Depository Services (India) Limited ("CDSL") in relation to the corporate action for sub-division of shares and credit of the sub-divided equity shares into the respective demat accounts of the shareholders; (iv) coordinating with the Registrar and Transfer Agent, depositories and other intermediaries for execution and completion of the corporate action; and (v) doing all such acts, deeds and things as may be necessary or expedient, including settling any questions, difficulties or doubts arising in relation to the sub-division, allotment and credit of the sub-divided shares and execution of all necessary documents and writings for giving effect to this resolution.

Name of the authorized officials	Designations
Ashok Wadhwa	Director and Group Chief Executive Officer
Gautam Gupte	Director and Group Chief Operating Officer
Sanjit Chowdhry	Joint Group Chief Operating Officer
Nehal Shah	Company Secretary, Executive Director and Group Head Legal & Compliance
Vikas Gandhi	Chief Financial Officer, Executive Director - Finance and Accounts
Veena Adivarekar	Executive Director-Finance and Accounts

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary or the Chief Financial Officer of the Company be and is hereby severally authorized to sign, file and submit necessary e-forms, returns or documents as may be required with the Registrar of Companies ("RoC") and/or any other regulatory authority, and to make necessary entries in the records and statutory registers of the Company, including the Register of Members, for giving effect to the sub-division of equity shares.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized to issue certified true copies of this resolution as may be required.

6.To consider and approve the consequential alteration of the capital clause (Clause v) of the Memorandum of Association of the Company and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 , 61 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and approval of board of directors, the consent of the Members of the Company be and is hereby accorded for consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company to reflect the sub-division of equity shares of the Company.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby substituted to read as follows:

V**.** The Authorized Share Capital of the Company is Rs. 4,11,65,00,000 (Rupees Four Hundred Eleven Crore Sixty Five Lakh only) comprising of 2,04,65,00,000 (Two Hundred Four Crore Sixty Five Lakh) Equity Shares of Rs. 2/- (Rupees Two only) each and 2,35,000 (Two Lakh Thirty Five Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred only) each.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to file the relevant e-forms with the Registrar of Companies and perform all other deeds, acts, things as may be required to give effect to the above resolution and any matters incidental to the said resolution.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary or the Chief Financial Officer of the Company be and are hereby severally authorized to issue a certified copy of this resolution for the purpose of giving effect to the resolution and matters incidental to the above-mentioned Transaction.**"**

7.To consider and approve the Amendment of the Articles of Association (AOA) of the Company and if thought fit, to pass with or without modification, the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and approval of board of directors, the consent of the Members of the Company be and is hereby accorded to alter the existing Articles of Association of the Company by substituting the existing Article 1.1, Part B with the following new clause:

'Equity Shares' means the fully-paid-up equity shares of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any Director and/or the Company Secretary or the Chief Financial Officer of the Company, be and is hereby severally authorized to finalize, execute and do all acts, matters, deeds and things and to take all such steps as may be necessary, expedient or desirable in order to comply with the formalities to give effect to the above resolution including filing of the requisite forms and documents for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority including filing of relevant e-forms with the Registrar of Companies and perform all other deeds, acts, things as may be required to give effect to the above resolution and any matters incidental to the said resolution.

RESOLVED FURTHER THAT any Director, and / or the Company Secretary of the Company be and is hereby severally authorised to certify a copy of this resolution and issue the same to all the concerned parties."

8. To consider and approve the change in designation of Mr. Gautam Gupte (DIN: 02680751) from Whole-time Director (Executive) to Non-Executive, Non-Independent Director and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, Section 164, Section 184 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force and based on the recommendation of the Talent and Compensation Committee, and the approval of the Board of Directors, the consent of the members be and is hereby accorded, to re-designate Mr. Gautam Gupte (DIN: 02680751) from Whole Time Director (Executive) Director of the Company to a Non – Executive, Non - Independent Director of the Board effective from November 1, 2026, and on such terms and conditions as may be mutually agreed.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to sign and file necessary e-forms and/or necessary documents and forms in this connection with the relevant authorities including Registrar of Companies / Ministry of Corporate Affairs, and all other relevant authorities pursuant to applicable laws and agreements to which the Company is a party and do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT a copy of this resolution duly certified as true by any Director or Company Secretary of the Company severally be furnished to anyone concerned or interested in the matter.

9. To consider and approve retainership arrangement with Mr. Gautam Gupte (DIN: 02680751) and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule no. 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and based on the approval of the Audit Committee and board of directors, the consent of Members of the Company be and is hereby accorded to approve the related party transaction to enter into agreement for retainership arrangement to be entered between the Company and Mr. Gautam Gupte, Director on the Board of the Company w.e.f. November 01, 2026 on the terms and conditions as detailed in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorises the Group Chief Executive Officer of the Company to determine and vary the monthly remuneration based on the level of engagement of Mr. Gupte, as may be mutually decided between both the parties, provided that the total remuneration payable during the tenure of the engagement shall not exceed the overall amount approved by the shareholders.

RESOLVED FURTHER THAT any Director or the Company Secretary or the Chief Financial Officer or Joint COO or the Group Head – Strategy, Transformation and Talent - Human Resources of the Company be and is hereby severally authorized to sign, execute and deliver on behalf of the Company, necessary agreements, documents and papers and modification/amendment thereto, as may be necessary and required and do all acts, matters, deeds and things and to take all such steps as may be necessary, expedient or desirable in order to give effect to the above resolution and take all steps which are incidental and ancillary in this connection.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to sign and file necessary e-forms and/or necessary documents and forms in this connection with the relevant authorities including Registrar of Companies / Ministry of Corporate Affairs, and all other relevant authorities pursuant to applicable laws and agreements to which the Company is a party and do all such acts, deeds, matters and things as may be necessary, expedient and incidental thereto to give effect to this resolution.

RESOLVED FURTHER THAT pursuant to the provisions of section 189 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule no. 16 of the Companies (Meeting of Board and its Powers) Rules 2014, any Director or Company Secretary of the Company be and is hereby authorized to do the necessary entries in the Register of contracts or arrangements in which Directors are interested and authenticate them.

RESOLVED THAT any Director or Company Secretary of the Company be and is hereby severally authorized to issue a certified true copy of this resolution."

For and on behalf of the
Ambit Private Limited

Sd/-
Nehal Shah
Executive Director and Group
Head Legal & Compliance
Company Secretary
Membership No: A18077

Place: Mumbai
Date: July 06, 2026

Registered Office:
Ambit House, 449 Senapati Bapat Marg, Lower Parel, Mumbai – 400013

NOTES:

1. The Ministry of Corporate Affairs issued Circular dated **September 22, 2025, September 19, 2024, September 25, 2023, December 28, 2022, May 05, 2022, June 23, 2021, December 31, 2020, May 5, 2020, April 8, 2020 and April 13, 2020,** prescribing the procedures and manner of conducting and permitting the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC/OAVM.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The Corporate Members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution/ Authority Letter etc. pursuant to the Section 113 of the Companies Act, 2013 authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote at the meeting. The said Resolution/ Authorization shall be sent through its registered email address to compliance@ambit.co.

4. Members who have not yet registered their email address are requested to register the same with the Company.

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

7. In compliance with the aforesaid MCA Circulars, Notice of AGM along with Annual Report 2025-2026 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting is annexed hereto.

9. The detail of Directors seeking appointment pursuant to Secretarial Standards-2 is annexed hereto.

10. Members who wish to inspect the audited financial statements (standalone & consolidated) of Ambit Private Limited for the Financial Year ended March 31, 2026, may write to the undersigned and the same shall be made available at the registered office or alternatively, on a Google Meet platform, before and up to the date of the Annual General Meeting during the business hours on working days.

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

1. Members will be able to attend the AGM through VC/ OAVM at

   https://ambit-co.zoom.us/j/97988546817?pwd=DT9Ojg85aPPoKdbQEgBN4V53xZGQ4N.1

   Meeting ID: 979 8854 6817
   Passcode: 215443
2. The facility to join the AGM via VC / OAVM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.

3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, PAN, Folio Number, mobile number at compliance@ambit.co till Wednesday, August 05, 2026 (05.00 pm). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

4. The Members who do not wish to speak during the AGM but have queries may send their queries in advance till August 05, 2026 (05.00 pm) mentioning their name, PAN, folio number mobile number at compliance@ambit.co.

INSTRUCTIONS FOR MEMBERS FOR VOTING BY POLL AT THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Separate Voting Papers/format should be used for shares held under each Folio Number.
2. If you are not aware of the exact number of shares held, the relevant column may be left Blank and scrutinizer will consider the shares held in your name or name of the member.
3. Vote(s) may be cast either FOR or AGAINST the resolution as the shareholder may wish.
4. The total number of vote(s) cast FOR and/or AGAINST the resolution must be clearly mentioned. However, if you desire to cast all the votes FOR or AGAINST the resolution, it would be sufficient if you merely tick (√) the box in the relevant column.
5. Incomplete poll papers are invalid.
6. Improperly or incorrectly tick marked Ballot Form will be rejected.
7. After filling the poll paper/format, please forward the same to compliance@ambit.co.
8. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) of the Companies Act, 2013]

Item No. 2:

The Board of Directors of the Company, at its meeting held on August 21, 2025, and based on the recommendation of Talent & Compensation Committee at its meeting held on August 1, 2025, appointed Ms. Anjali Raina (DIN: 02327927) as an Additional Director (Non-executive, Independent Director) of the Company. In terms of Section 161(1) of the Companies Act, 2013, she holds office up to the date of this Annual General Meeting, and it is now proposed to regularize her appointment as a Non-Executive, Independent Director of the Company.

The approval of the Members is accordingly being sought under Section 149,152 of the Companies Act, 2013 read with the Rules made thereunder.

Ms. Anjali Raina (DIN: 02327927) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director at the time of her appointment.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives, except to the extent of their Directorship, are in anyway concerned or interested in the proposed resolution as set out in the Notice.

The detailed profile of Ms. Anjali Raina (DIN: 02327927) as required under para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is annexed to this Notice as “Annexure A”.

Item No. 3:

Pursuant to the Shareholders’ Agreement dated April 26, 2023, Daiwa International Holdings Inc. (“Daiwa”) had proposed the appointment of Mr. Kentaro Konishi as a Director on the Board of the Company. Accordingly, Mr. Konishi was inducted on to the Board of Ambit Private Limited, (“Company”) on August 17, 2023, as a Non-Executive Director.

Further, pursuant to his appointment on the payroll of the Company as Managing Director (Corporate Business title) on such terms and conditions as might be mutually agreed.

The Audit Committee and the Talent & Compensation Committee, at their respective meetings held on May 29, 2026, reviewed and recommended this change in designation. The same was subsequently approved by the Board of Directors at its Meeting held on May 29, 2026.

The Shareholders are further informed that the proposed arrangement qualifies as a Related Party Transaction under Section 188 of the Companies Act, 2013. Accordingly, the details of the transaction prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are provided below:

Name of the parties to the Transaction	Ambit Private Limited (APL) and Mr. Kentaro Konishi
Name of the Related Party	Mr. Kentaro Konishi
Nature of Relationship	Related Party by virtue of being a Director of the Company - Mr. Kentaro Konishi
Nature, duration of the contract and particulars of the transaction	Appointment and payment as an Executive Director and in Employment of the Company.
Material terms of the transaction including the value	Annual salary of Rs. 11,513,320 (Rupees One Crore Fifteen Lakh Thirteen Thousand Three Hundred and twenty only). In addition to this, he will be entitled to • Healthcare insurance • Housing Rent allowance • Flight cost for home leave • Flight cost for special leave • Family Allowance • Allowance for shipment of Japanese food daily necessities • Arrival allowance for new assignment • Travel Insurance • Sports club membership • Employee stock ownership plan • Annual health checkup • 2 cars leased with driver and claim out of pocket expenses (including but not limited to telephone, conveyance and travel expenses).
Advance paid or received for the transaction	NA
Manner of determining the pricing and other commercial terms, both included as part of transaction and not considered as part of the transaction	Mr. Kentaro Konishi (Japanese) has been working with Daiwa Securities Co. Ltd. for about 25 years. His experience and professional skills are essential for this position to facilitate business operations in India, pursuant to our arrangement with Daiwa Securities Co. Ltd., for the following reasons: • He is a native Japanese speaker and has a deep understanding of the decision-making processes of Japanese corporates. • He has close relationships with large Japanese corporates and financial institutions. • These capabilities are rare and not readily available in the Indian talent market.

Whether all factors relevant to the Transaction have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction	NA

The approval of the Members is being sought under Section 188 of the Companies Act, 2013, read with the rules made thereunder. The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives, except to the extent of their Directorship, are in any way concerned or interested in the proposed resolution as set out in the Notice.

The detailed profile of Mr. Kentaro Konishi (DIN: 07134798) as required under para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is annexed to this Notice as “Annexure A”.

Item No. 4:

The Ambit Long Term Incentive Plan 2011 (“LTIP 2011”) governs the issuance of stock-based incentives to the employees of the Company and its subsidiaries. The Plan was last amended in the year 2023.

Currently, Clause 2 of Article 7 of the LTIP 2011 restricts the composition of the Compensation Committee to a maximum of five (5) Directors. However, the Company’s Board-approved Terms of Reference (TOR) for the Talent and Compensation Committee (T&CC) allow for a maximum of six (6) Directors, with a majority comprising of Independent Directors and the Chairperson being an Independent Director.

In order to align LTIP 2011 with the Company’s prevailing governance framework and the TOR of the Talent and Compensation Committee, it is proposed to delete Clause 2 of Article 7 of LTIP 2011, which currently reads as follows:

“The Compensation Committee shall consist of such number of Directors, not exceeding 5(five) as the Board of Directors may deem fit, provided that the majority of the directors shall be independent Directors”.

The deletion of this clause will ensure that the committee's composition is seamlessly governed by the Board-approved TOR, providing the necessary operational flexibility and consistency across the Company’s governance practices.

Pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any variation or amendment to the terms of an Employee Stock Option Scheme requires the approval of the shareholders by way of a Special Resolution.

A copy of the existing LTIP 2011 along with the proposed draft showing the deletion of Clause 2 of Article 7 is available for inspection by the Members at the Registered Office of the Company on all working days during business hours up to the date of this Annual General Meeting (AGM).

The proposed amendment is not prejudicial to the interests of the existing Option Grantees or Eligible Employees.

None of the Directors, Key Managerial Personnel (KMPs)of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of the stock options that may be granted to them or the shares held by them in the Company.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the members.

Item No. 5, 6 & 7:

The Shareholders are hereby informed that the Company proposes to undertake a sub-division (stock-split) of its existing Equity Shares a face value of Rs. 10/- each into Equity Shares of a face value of Rs. 2/- each. In the opinion of the Board of Directors, this sub-division will enhance the liquidity of the Company's shares and make them more affordable to a wider investor base, which is in the best interest of both the Company and its investors.

The Board of Directors of the Company, at its meeting held on July 06, 2026, subject to the approval of the Members of the Company, approved the sub-division (stock split) of the existing equity shares of the Company, such that 1 (one) Equity Share having face value of Rs. 10/– (Rupees Ten only) each (fully paid-up) in the authorized and paid-up capital of the Company, be sub-divided into 5 (Five) Equity Shares having face value of Rs. 2/– (Rupees Two only) each, (fully paid-up), ranking pari-passu in all respects with effect from such date as may be fixed by the Board or any Director or Company Secretary or the Chief Financial Officer as authorized by the Board.

To reflect this change in face value, the stock split will require a consequential amendment to Clause V (Capital Clause) of the Memorandum of Association of the Company. This amendment is proposed as an Ordinary Resolution under Item No. 6 of the accompanying Notice. Upon approval, the revised Capital Clause shall be substituted as follows:"

"V. The Authorized Share Capital of the Company is Rs. 4,11,65,00,000 (Rupees Four Hundred Eleven Crore Sixty Five Lakh only) comprising of 2,04,65,00,000 (Two Hundred Four Crore Sixty Five Lakh) Equity Shares of Rs. 2/- (Rupees Two only) each and 2,35,000 (Two Lakh Thirty Five Thousand) Preference Shares of Rs. 100/- (Rupees One Hundred only) each."

Further, the Company's existing Articles of Association require an amendment to align with the revised share capital structure and to ensure consistency across the constitutional documents of the Company. It is proposed to amend Part B, Article 1.1 of the Articles of Association by way of Special Resolution as set out at Item No.7, by substituting the existing definition of "Equity Shares" with the following:

"Equity Shares" means the fully paid-up equity shares of the Company.

The proposed amendments to the Articles of Association are consequential in nature and are intended to align the provisions with the revised face value and capital structure resulting from the stock split. These amendments do not alter any substantive rights of the shareholders except to the extent necessary to implement the aforesaid corporate action.

The proposed sub-division will not result in any change in the aggregate amount of the authorised, issued, subscribed and paid-up share capital of the Company.

The share capital structure of the Company before and after the proposed sub-division shall be as follows:

Share Capital Category	Pre-Sub-division Structure	Post-Sub-division Structure
Authorized Capital	Rs. 4,11,65,00,000 comprising of:	Rs. 4,11,65,00,000 comprising of:
	40,93,00,000 Equity Shares of Rs. 10/- each	2,04,65,00,000 Equity Shares of Rs. 2/- each
	2,35,000 Preference Shares of Rs. 100/- each	2,35,000 Preference Shares of Rs. 100/- each
Issued, Subscribed & Paid-up Capital	Rs. 4,31,66,250 comprising of 43,16,625 Equity Shares of Rs. 10/- each	Rs. 4,31,66,250 comprising of 2,15,83,125 Equity Shares of Rs. 2/- each

Since all the equity shares of the Company are held in dematerialized form, the sub-divided equity shares will be credited directly to the respective beneficiary accounts of the shareholders maintained with the depositories, namely NSDL and CDSL. Accordingly, no physical share certificates will be issued pursuant to the sub-division.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are financially or otherwise interested or concerned in the said resolutions, except to the extent of their respective shareholding and Directorship in the Company.

The Board recommends the Ordinary Resolution set out at Item No. 5 and 6 and Special Resolution set out at Item No. 7 of the accompanying Notice for approval by the members.

Item No. 8:

The Shareholders are hereby informed that Mr. Gautam Gupte (DIN: 02680751), currently serving as the Group COO and Whole Time Director (Executive Director) on the Board of Ambit Private Limited ("the Company"), will superannuate and cease to be a full-time employee and Executive Director of the Company effective from the close of business hours on October 31, 2026.

Taking into consideration his invaluable contributions, deep expertise, and long-standing association with the Company, the Board of Directors in its meeting held on July 06, 2026 had proposed to change his designation and appoint him as a Non-Executive, Non-Independent Director on the Board of the Company with effect from November 1, 2026, pursuant to recommendation by the Talent & Compensation Committee.

The Board recommends the said Resolution No. 8 for the approval by the Members as an ordinary resolution.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives, except to the extent of their Directorship and except for Mr. Gautam Gupte, are in any way concerned or interested in the proposed resolution as set out in the Notice.

The detailed profile of Mr. Gautam Gupte (DIN: 02680751) as required under para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) are annexed to this Notice as "Annexure A".

Item No. 9:

The Shareholders are hereby informed that the Company wishes to avail the services from Mr. Gautam Gupte in his professional capacity and, hence, it is proposed to enter into a retainership arrangement w.e.f. November 01, 2026 at an average monthly fee of Rs. 10,00,000/- (Rupees Ten Lakhs only) over a period of two years.

The Shareholders are further informed that the said retainership arrangement requires approval of the Shareholders in the General meeting as the appointment qualifies to be a Related Party Transaction.

The Members are requested to take note of the details of the proposed Related Party Transaction as mentioned below:

Name of the parties to the Transaction	Ambit Private Limited (APL) and Mr. Gautam Gupte
Name of the Related Party	Mr. Gautam Gupte
Nature of Relationship	Related party by virtue of being a Director of the Company
Nature, duration of the contract and particulars of the transaction	Retainership arrangement w.e.f. November 1, 2026 to October 31, 2028
Material terms of the transaction including the value	Average Monthly fees of Rs.10,00,000/- (Rupees Ten lakhs only) over a period of two years. He will be entitled to Mediclaim benefits and claim out of pocket expense (including but not limited to telephone, conveyance and travel expenses).
Advance paid or received for the transaction	NA
Manner of determining the pricing and other commercial terms, both included as part of transaction and not considered as part of the transaction	Given his long tenure with Ambit and experience of more than 34 years, his expertise in financial service industry, including enterprise functions, the fees to be paid are commensurate with the roles and responsibilities entrusted to him.
Whether all factors relevant to the transaction have been considered, if not, the details of factors not considered with the rationale for not considering those factors	Yes
Any other information relevant or important for the Board to take a decision on the proposed transaction	NA

The approval of the Members is accordingly being sought under Section 188 of the Companies Act, 2013 read with the Rules made thereunder.

The Board recommends the said Resolution No. 9 for the approval by the Members as an ordinary resolution.

None of the Directors, Key Managerial Personnel (KMPs) or their relatives, except to the extent of their Directorship and except for Mr. Gautam Gupte, are in any way concerned or interested in the proposed resolution as set out in the Notice.

ANNEXURE A: Particulars of Directors seeking Appointment pursuant to Secretarial Standards-2 prescribed for General Meetings:

Name of the Director	**Ms. Anjali Raina**	**Mr. Kentaro Konishi**	**Mr. Gautam Gupte**
Appointed as	Non-Executive, Independent Director	Executive Director (Change in designation from Non-Executive Director)	Non-Executive, Non-Independent Director (Change in designation from Whole-time Director, Executive Director w.e.f. November 01, 2026)
Date of Birth	17/12/1958	22/04/1977	08/11/1966
Age	67 years	49 years	59 years
Original date of Appointment	21/08/2025	17/08/2023	01/12/2021
Relationship with other Directors, Manager and KMP's	None	None	None
Experience and expertise in specific functional area	Ms Anjali Raina is an experienced executive and board director with 30+ years across finance, HR, training & development, and higher education. Proven leadership in customer service design, business planning, organizational development, executive coaching, and business case writing. Currently leading the Harvard Business School India Research Center, known for developing globally relevant thought leadership.	He has been in multiple management position for last 8 years. From 2015-2018, he was the CEO of Daiwa Capital Markets India where they operated equity broking and investment banking business in India. From 2018 to 2019, he headed their Shanghai operation doing M&A advisory business in China. Then from 2019 to 2022, he was a President of Daiwa Cathay Capital markets where they did equity broking business in Taiwan. Then from 2022 onward, he is a deputy president of Daiwa Capital Markets Singapore Ltd, where they have equity broking, fixed income, wealth management, and investment banking operation.	He has over 34 years of corporate finance experience, he specializes in advising clients on the SEBI Takeover Code, SEBI ICDR listing and other capital market regulations.
Qualification	Harvard Business School Online Certificate, Power	Graduate in Economics from Kwansei Gakuin	Bachelor's degree in mechanical engineering from IIT,

	and Influence for Positive Impact (Aug 2024 – Sep 2024), Harvard Business School Online Certificate, Sustainable Business Strategy (Apr 2020), Harvard Business School Advanced Management Program (AMP), 2008, Indian Institute of Management, Calcutta MBA, Marketing & Organizational Behaviour (1979 – 1981), University of Calcutta / Loreto College B.A. English (Honours), 1976 – 1979	University	Delhi and a post graduate diploma in management from IIM, Calcutta.
Directorships of other Boards	1. Harvard Business School Publishing India Private Limited 2. Kotak Mahindra Asset Management Company Limited 3. European Centre for Executive Education	Nil	Nil
Membership/Chairmanship of the Committees of other boards.	1. Talent & Compensation Committee (Chairperson) - APL 2. CSR Committee – APL	1. Talent & Compensation Committee – APL 2. Audit Committee/– APL 3.Investment & Risk Management Committee – APL 4. CSR Committee - APL 5. Share Transfer & Allotment Committee – APL 6. Information Technology and Digital Initiative Committee - APL	1. Audit Committee – APL 2. Share Transfer & Allotment Committee - APL 3. Cyber Security & Technology Committee – APL 4. Information Technology and Digital Initiative Committee - APL
Shareholding in the Company	Nil	Nil	0.09%
No. of meetings of the Board	5/6	8/9	8/9

attended during the period			
Terms and Conditions of appointment	As per the resolution set out at Item No. 02 of the Notice read with the statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 03 of the Notice read with the statement pursuant to Section 102 of the Act.	As per the resolution set out at Item No. 08 of the Notice, read with the statement pursuant to Section 102 of the Act.
Remuneration sought to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission as decided by the Board of Directors.	Annual salary of Rs. 11,513,320 (Rupees One Crore Fifteen Lakh Thirteen Thousand Three Hundred and twenty only), post Tax. In addition to this, he will be entitled to • Healthcare insurance • Housing Rent allowance • Flight cost for home leave • Flight cost for special leave etc.	Average Monthly fee of Rs. 10,00,000/- (Rupees Ten lakhs only) over a period of two years under a retainership arrangement from November 1, 2026 to October 31, 2028.
Remuneration last drawn	NIL	Nil	Remuneration in capacity as an Executive Director