

To,
Bombay Stock Exchange,
2nd Floor, PJ Towers,
Dalal Street, Mumbai-400001

Date: January 21, 2026

Dear Sir/Madam,

Sub: Notice of 1st Extraordinary General Meeting (EOGM NO. 01/2025-26) for the Financial Year 2025-26 (Scrip Code: 543713)

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice Extra-Ordinary General Meeting of the Company to be held on Monday, 16th February, 2026 at 12:00 P.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The proceedings of the Extraordinary General Meeting shall be deemed to be conducted at the registered office of the company at 1st Floor, Galore Tech IT Park, Bavdhan, Pune- 411021.

In compliance with the circulars issued by MCA, the notice of the EOGM are being sent only by means of electronic mode to those shareholders whose email addresses are registered with the Company/Registrar and share transfer agent of the Company as on the cut-off date.

The notice shall be available on the website of the Company at www.droneacharya.com.

Information at glance:

Particulars	Details
Time and Date of EOGM	Monday, 16 th February, 2026 at 12.00 P.M
Mode	Video Conferencing (VC) and Other Audio-Visual Means (OAVM)
Cut-off date for e-voting	Monday, 9 th February, 2026
E-voting start time and date	9.00 AM, February 13, 2026
E-voting end time and date	5.00 PM, February 15, 2026

Please take the above-mentioned information on record.

Thanking you.

For **DroneAcharya Aerial Innovations Limited**

Prateek Srivastava
Managing Director
DIN: 07709137
Encl: As above



Registered Address: 1st & 2nd Floor, Galore Tech IT Park, LMD Square, Bavdhan, Pune - 411021



+91 98 900 03 590



info@droneacharya.com



www.droneacharya.com

NOTICE OF THE 1ST EXTRAORDINARY GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

NOTICE is hereby given that the **1st Extraordinary General Meeting (“EOGM”)** (EOGM No. 01/2025-26) of the members of **DroneAacharya Aerial Innovations Limited** (“the Company”) for the Financial Year is scheduled to be held on Monday, 16th February, 2026 at 12.00 P.M. through video conferencing (“VC”) /Other Audio-Visual Means (“OAVM”) facility to transact the following business:

Special Business

1. To consider and approved the appointment of Mrs. Meenakshi Niraj Gupta as an Independent Director of the Company in case of casual vacancy;

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015, Mrs. Meenakshi Niraj Gupta (DIN: 00349862), who was appointed by the Board of Directors to fill the casual vacancy caused due to resignation of Mrs. Bhanupriya Nikhil Thakur, and who has submitted a declaration of independence under Section 149(7), be and is hereby appointed as an Independent Director of the Company to hold office for the remaining term up to 24th June, 2027, not liable to retire by rotation.”

2. To consider and approved the appointment of Mr. Shyam Shankar Jedhe as an Independent Director of the Company in case of casual vacancy;

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015, Mr. Shyam Shankar Jedhe (DIN: 08126983), who was appointed by the Board of Directors to fill the casual vacancy caused due to resignation of Mr. Utsav Jasapara, and who has submitted a declaration of independence under Section 149(7), be and is hereby appointed as an Independent Director of the Company to hold office for the remaining term up to 21st day of August, 2027, not liable to retire by rotation.”

3. To consider and approve the remuneration paid/payable to Mr. Prateek Srivastava, Managing Director in case of inadequate profits;

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



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“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013, the rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration paid/payable to Mr. Prateek Srivastava, Managing Director of the Company, for the financial year 2024-25 and 2025-26, notwithstanding the inadequacy of profits during the said year(s), be and is hereby considered and approved by way of Special Resolution.

RESOLVED THAT any of the Directors of the Company or the Company Secretary and Compliance Officer as authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and approve the appointment of the Statutory Auditors in case of Casual Vacancy;

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

RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of members be and is hereby accorded for the appointment of M/s. Haziyani & Associates, Chartered Accountants (Firm Registration No. 030087C), as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s KPRK & Associates LLP, Chartered Accountants (FRN: 103051W/W100965), with effect from 18th November, 2025, to hold office until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT any of the Executive Director(s) of the Company or the Company Secretary of the Company be and is hereby authorized to do all the necessary filings to the Registrar of Companies and intimation to the Stock Exchange and do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board
For DroneAacharya Aerial Innovations Limited

Sd/-

Prateek Srivastava
Managing Director
DIN: 07709137

Date: January 21, 2026

Place: Pune



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CIN: L29308PN2017PLC224312

Registered Office:

1st and 2nd Floor, Galore Tech IT Park,
LMD Square, Bavdhan, Pune - 411021

CIN: L29308PN2017PLC224312

Website: www.droneacharya.com

E-mail ID: cs@droneacharya.com



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Notes:

1. As there is special business to be transacted in the EOGM, Explanatory Statements as per Section 102 of the Act are attached to this Notice. The pertinent information as mandated by regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in compliance with Secretarial Standards-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India is attached to this notice.
2. The Ministry of Corporate Affairs, Government of India, through circulars numbered 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 02/2022, 10/2022, and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023, 09/2024 (19th September, 2024) and the latest being 03/2025 (September 22, 2025) respectively ("MCA Circulars"), has permitted companies to conduct Extraordinary General Meetings ("EGMs") via video conferencing or any other audio visual means (OAVM) pursuant to compliance with provisions outlined in paragraphs 3 and 4 of MCA General Circular no. 20/2020. Concurrently, the Securities and Exchange Board of India ("SEBI") has, through its circulars numbered SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 13, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars") and the latest being SEBI/HO/CFD/CFDPoD-2P/CIR/ 2024/133 (03rd October, 2024) provided relaxations from certain provisions of the Companies Act and SEBI Listing Regulations. The EOGM of the company is therefore being conducted via Video Conference (VC) and other audio-visual means (OAVM), eliminating the need for physical presence of members at a common venue, with the registered office of the Company.
3. In terms of MCA Circulars and other relevant circulars issued by SEBI, the Notice of 1st EOGM of Financial Year 2025-26 are being sent to the members through electronic mode to those whose email addresses are registered with the Company/ Registrar and Share transfer agent/ Depository participants. The same shall also be available on the website of the Company at www.droneacharya.com, website of Bombay Stock Exchange at www.bseindia.com and on the website of Bigshare Services Private Limited at www.bigshareonline.com. Since the EOGM is being conducted through VC/OAVM facility, the route map is not annexed hereto the notice.
4. In compliance with Regulation 44 of Listing Regulations, the MCA Circulars, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standard-2 issued by ICSI, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically. The Company has engaged Bigshare Services Private Limited (hereinafter referred to as "Bigshare") for facilitating remote e-voting to enable the Members to cast their votes electronically on the resolutions proposed in the Notice of EOGM.

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5. Members entitled to vote on the resolutions are entitled to appoint proxy as per the Companies Act, 2013. However, since we are conducting the EOGM through VC/OAVM mode as per the MCA Circulars, the facility for the appointment of proxies will not be available.
6. Members desiring to join the EOGM may do so through the VC/OAVM facility, following the procedure outlined below. The facility for joining the meeting will open 30 minutes before the scheduled time of the meeting, i.e., 12.00 P.M. (IST), and will remain open until 30 minutes after the scheduled time. After this period, the facility will be closed.
7. Members attending the meeting through VC/OAVM facility shall be counted for the purpose of reckoning the quorum for the EOGM.

8. Instructions For Remote E-Voting :

- i. The voting period begins on **Friday, February 13, 2026 at 09.00 A.M.** and ends on **Sunday, February 15, 2026 at 05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date**, i.e. **Monday, February 9, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date will not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs,



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thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use 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 BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link



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	<p>https://evoting.cdsindia.com/Evoting/EvotingLogin 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the



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	remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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.
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- 48867000.



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2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & Physical mode is given below:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.



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- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser:
<https://ivote.bigshareonline.com>
 - Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
 - Enter all required details and submit.
 - After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
 - Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.
- (In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).



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- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338



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4. Procedure for joining the EOGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the EOGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the EOGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the EOGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the EOGM are as under:-

- The Members can join the EOGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the EOGM 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 EOGM.
- Members who have already exercised their right to vote through remote e-voting shall not be permitted to vote again on the resolutions during the EGM. However, they may participate in the meeting through VC/OAVM facility.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

9. All documents referred to in this notice are available for inspection to members during the business hours. Those who desire to inspect the same can email us at cs@droneacharya.com .



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10. The Register of Directors & Key Managerial Personnel and their shareholding as required to be maintained under section 170 of the Companies Act, 2013, Register of contracts and arrangements in which directors are interested as required to be maintained under section 189 of the Companies Act, 2013 shall be made available for inspection electronically to the members of the company during the EOGM.
11. Corporate shareholders who wish to authorize their representatives to attend EOGM are required to submit certified copy of Board resolution to the company in this behalf. This resolution should authorize the representatives to attend and vote at the meeting on their behalf. Further, pursuant to section 113 of the Companies Act, 2013 the scanned copy of the Board resolution in PDF/JPEG format, along with the attested copy of the specimen signature of the authorized representative(s) shall be sent to following:
- A. Company Secretary: cs@droneacharya.com
 - B. Scrutinizer: mnjainoffice@gmail.com
 - C. A copy marked to E-voting agency: ivote@bigshareonline.com

The scanned copy of the above document shall be sent in the name of “Corporate Name and Event No.”

12. Other guidelines for Members

- a. The voting rights of a person shall be in proportion to their shareholding in the company (paid up equity share capital) as on the cut-off date, i.e. **Monday, February 09, 2026.**
- b. A person, whose name appears in the register of members or in the register of beneficial owners maintained by depositories as on the cut-off dates only shall be entitled to avail the facility of casting vote either through remote e-voting or e-voting during the EOGM.
- c. The Chairman shall, after response to the queries raised by members in advance, formally ask the members attending the meeting through VC/OAVM to vote on the proposed resolutions and announce the start of the casting of vote through e-voting system.
- d. Mr. Arpit Agrawal, Practicing Chartered Accountant and partner at M/s MANISH N JAIN & CO., Nagpur have been appointed as the scrutinizer to scrutinize the remote e-voting process and e-voting process during the EOGM in a fair and transparent manner.



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- e. After the completion of scrutiny of e-voting (the votes cast during the EOGM and through e-voting) the scrutinizer shall submit his report to the Chairman or any other person so authorized by the Chairman, not later than two working days from the conclusion of the EOGM. The results so declared by the scrutinizer shall be uploaded on the website of the Company at www.droneacharya.com , BSE and Bigshare Services Private Limited.

By order of Board of Directors
For DroneAacharya Aerial Innovations Limited

Sd/-
Prateek Srivastava
Managing Director
DIN: 07709137

Date: January 21, 2026
Place: Pune



Registered Address: 1st & 2nd Floor, Galore Tech IT Park, LMD Square, Bavdhan, Pune - 411021



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EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 1 & 2**

The following Explanatory Statement sets out all material facts relating to the Special Resolution set out at Item No. 1 & 2 of the accompanying Notice

BACKGROUND:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on December 31, 2025 had appointed Mrs. Meenakshi Niraj Gupta (DIN: 00349862) and Mr. Shyam Shankar Jedhe (DIN: 08126983) as Independent Directors (Non-Executive, Independent) of the Company for a remaining term, not liable to retire by rotation, subject to approval of the Shareholders of the Company. Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of Shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mrs. Meenakshi Niraj Gupta and Mr. Shyam Shankar Jedhe (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

Brief Profile of Mrs. Meenakshi Niraj Gupta:

A highly accomplished Chartered Accountant with over 21 years of post-qualification experience, bringing deep cross-functional expertise across audit & assurance, Ind AS advisory, corporate and allied laws, direct taxation, regulatory compliance, and people leadership. Combines strong technical rigor with a result-oriented, process-driven approach to consistently deliver high-quality outcomes for business organizations, while upholding the highest standards of ethics and professional diligence.

She provides strategic leadership and acts as a trusted advisor to promoters and boards, handling complex statutory audits (including BSE and NSE listed entities), tax and internal audits, Ind AS transitions, and governance advisory. Known for building



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efficient audit teams, strengthening internal controls, and driving quality and operational excellence across engagements.

With prior Big Four experience at Deloitte Haskins & Sells, has strong exposure to global audit methodologies, risk-based audit frameworks, group audits, consolidation, and audit committee interactions, forming a robust foundation in international best practices and professional discipline.

Actively contributes to the profession through institutional roles with ICAI, speaking engagements, committee memberships, publication reviews, and training initiatives. A strong advocate of continuous learning, mentoring, and women empowerment, the professional blends technical depth, practical insight, and business acumen to create sustained value for clients and the profession.

Brief Profile of Mr. Shyam Shankar Jedhe :

A seasoned finance leader with nearly three decades of distinguished experience across financial operations, corporate finance, controllership, and strategic leadership in large multinational and high-growth organizations. Renowned for strong business acumen and a high-energy, hands-on leadership approach, he has consistently driven organic growth, financial resilience, and operational excellence.

He has led end-to-end finance functions encompassing financial planning and analysis, budgeting, governance, regulatory compliance, and stakeholder management.

His long and impactful tenure at Siemens Ltd. as Global Controller and Factory Commercial has further strengthened his expertise in global finance operations, manufacturing finance, and managing complex corporate environments.

He brings a proven track record in defining financial strategy, designing and implementing robust financial systems, policies, and internal controls, while ensuring strict compliance with regulatory requirements, accounting standards, and audit frameworks. Widely recognized for strengthening governance structures, enhancing process controls, safeguarding organizational assets, and building and mentoring high-performing finance teams.

Academically accomplished, he holds a Master's degree in Financial Management along with an engineering background, supplemented by advanced executive education from IIM Calcutta, IIM Ahmedabad, and IIM Bangalore, and professional certifications in corporate affairs and treasury management. He offers a rare blend of strategic vision, operational depth, and leadership excellence, delivering sustained, value-driven impact on organizational performance and long-term growth.

The terms and conditions for appointment of Mrs. Meenakshi and Mr. Shyam Jedhe as Independent Directors of the Company shall be open for inspection by the Members



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at the Registered Office of the Company during normal business hours on any working day prior to the EOGM.

Other details of Mrs. Meenakshi and Mr. Shyam are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings.

("SS-2"), issued by the Institute of Company Secretaries of India. The Board recommends passing of the Special Resolutions as set out in Items no. 1 & 2 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. They also possess requisite skills, expertise and competencies in the finances and other regulatory and governance aspect.

Mrs. Meenakshi and Mr. Shyam Jedhe are deemed to be interested in the resolution relating to their appointment.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 1 & 2 of this Notice.

Item No. 3

The following Explanatory Statement sets out all material facts relating to the Special Resolution set out at Item No. 3 of the accompanying Notice.

BACKGROUND:

Mr. Prateek Srivastava, Managing Director was re-appointed by the Shareholders at its 7th Annual General Meeting held on 4th September, 2024.

For the Financial Year 2024-25, the company has inadequate profits. Since the remuneration payable exceeds the limits prescribed under Section 197 read with Schedule V, the approval of the shareholders by Special Resolution is required.

The Nomination and Remuneration Committee and the Board of Directors, at their meetings held on 18th day of November, 2025 have approved and recommended payment/ratification of remuneration to the Managing Director.

Pursuant to provision of Section 197, 198 read with Schedule V of the Companies Act, 2013, and such other applicable provisions, if any, during the Financial Year 2024-25, the Company had inadequate profits. In FY 2024-25 the PAT remained negative at INR (1,346.73) Lacs, which included the provision for expected credit loss of INR 1,303 Lacs as per IND AS provision.

Further as per Schedule V Part II Section II, where in any financial year during the



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currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person not exceeding the limits, where the effective capital of the Company is INR 5 crores or above but less than INR 100 crores, the Company shall pay yearly remuneration to its managerial personnel not exceeding INR 84 lakhs. The effective capital of the Company is INR 54.08 crores as tabled below:

Calculation of Effective Capital:

Add:		As on 31 st March, 2025 (in lacs)
	Paid up Share Capital	2,398.86
	Share Premium	3766.18
	Reserves and Surplus	-357.04
	Long term loans and deposit	75.83
	Total (A)	5,883.83
Sub:		
	Investment	475.07
	Accumulated Loss	0
	Preliminary Expenses not written off	0
	Total (B)	475.07
	Effective Capital (A-B)	5,408.76

Since, the remuneration being payable to the Mr. Prateek Srivastava is more than INR 84 Lakhs, shareholder approval is sought.

Disclosures as required under Schedule V, Part II, Section II of the Companies Act, 2013:

I. General Information

- Nature of Industry:**
Drone(s) Manufacturing, Assembling and Training and Services
- Date or expected date of commencement of commercial production:** 10th March, 2017
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- Financial performance based on given indicators:**

Particulars	Standalone		Consolidated	
	FY 2024 -25	FY 2023-24	FY 2024-25	FY 2023-24
Revenue from operations	3451.89	3519.37	3451.89	3525.29
Other income	217.86	201.64	217.86	202.22



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Total Income	3669.75	3719.98	3669.75	3727.50
EBITDA	(1300.89)	1239.29	(1301.59)	1229.05
Tax Expenses:				
Current Tax Expenses	-	240.98	-	240.98
Deferred Tax Expenses	(447.07)	(15.35)	(447.07)	(15.35)
Net PAT	(1,346.73)	618.35	(1346.95)	607.98
Total Comprehensive Income	(1,345.62)	620.39	(1,345.84)	610.02
Diluted EPS	(5.61)	2.58	(5.62)	2.54
Earning Before Interest, Tax, Depreciation, Amortization (EBITDA) & Provision for Expected Credit Loss	-35.46	1239.29	-36.29	1229.05

5. Foreign investment or collaborations, if any: Not applicable

II. Information about appointee:

1. Background Details:

M.E in Remote Sensing and GIS, Promoter and Managing Director, founder of DroneAacharya Aerial Innovations.

Given his extensive experience and proven capabilities, the Board is of the opinion that his association will be extremely crucial and beneficial for the strategic growth and long-term success of the Company.

Background as a GIS Developer and serial entrepreneur in GIS companies. Holds M.E. in Remote Sensing and GIS from Asian Institute of Technology, Bangkok, and B.E. in IT from Saurashtra University, Gujarat.

2. Past remuneration: 90 Lakhs

3. Recognition or awards:

Recognized as one of Asia One's 40 Under 40 Most Influential Indians (2018-19).

4. Job profile and his suitability:

Blends technology expertise with business acumen, ideal for leading a tech-driven company. Technocrat with a strong interest in implementing new technologies.

5. Remuneration proposed: 90 Lakhs

6. Comparative Remuneration with respect to industry, size of the company, profile of the position and position: Remuneration of Mr. Prateek Srivastava is commensurate with the prevailing level for position of Business Leaders.



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7. Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any:

Promoter of the Company as well as spouse/relative of Mrs. Nikita Srivastava, Director & CFO of the Company.

III. Other information:

1. Reasons of loss or inadequate profits:

In FY 2024-25 the PAT remained negative at INR (1,346.73) Lacs, which included the provision for expected credit loss of INR 1,303 Lakhs as per IND AS provision.

2. Steps taken or proposed to be taken for improvement:

For the period from April, 2025 to September, 2025, standalone revenue from operations stood at Rs. 957.93 Lakhs, and total revenue stood at 1078.18 Lakhs. EBITDA for the Half year ended 30th September, 2025 stood at Rs. 462.20 Lakhs, while Net Profit After Tax (PAT) was reported at Rs.194.27 Lakhs, reflecting the Company's ongoing focus on operational excellence and margin improvement.

3. Expected increase in productivity and profits in measurable terms:

For the period from April, 2025 onwards, has been a period of strengthening overall operational efficiency, resulting in improved margins and a more focused approach. The company has expanded its defence solutions by developing an indigenized product range. With the recent defence order and a strong pipeline, we are confident of maintaining a positive PAT. We remain firmly committed to innovation-led growth and aim to position DroneAacharya among the world's leading integrated drone solution providers.

Defence & Security

- Executed multiple demonstration and deployment trials for tactical and surveillance drones with key defence establishments.
- Advanced indigenous development of long-range FPV drones and kamikaze drone systems.
- Expanded collaborations with Indian defence units and global OEM partners.

Training & Skilling

- Received approval of Remote Pilot Instructor Training Train The Trainer course from DGCA.
- Launched new DGCA RPTO at Coimbatore, Tamil Nadu.



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- Collaborated with premier institute to set-up center of excellence to upskill youth in drone technologies.

Product Innovation

- Progressed R&D for advanced indigenous surveillance and FPV drones.
- Scheduled commercial rollout of SLAM-based inspection solution and Tethered Drone in FY2025–26.

With a robust order book from Defence, expanding export opportunities, and a strong domestic training ecosystem, DroneAacharya remains well-positioned for steady growth in H2 FY2025–26. The Company continues to focus on high-value drone applications in defence, logistics, and industrial inspection, supported by its vision of enabling a skilled and self-reliant drone ecosystem in India.

Except Mr. Prateek Srivastava (Managing Director) and Mrs. Nikita Srivastava (Director & CFO) and his relatives, None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the resolution.

The Board of Directors recommends the Special Resolution for the approval of the shareholders as set out at Item No. 3 of this Notice

ITEM NO. 4

The following Explanatory Statement sets out all material facts relating to the Ordinary Resolution set out at Item No. 4 of the accompanying Notice.

BACKGROUND:

The Company has received the resignation letter from M/s. KPRK & Associates LLP dated 20th October, 2025 due to pre occupation and other professional commitments.

As per provisions of Section 139(8) of the Companies Act, 2013, such a casual vacancy caused by the resignation of the auditor shall be filled by the Board of Directors within 30 days, subject to approval by the Shareholders at a General Meeting convened within three months of the Board's recommendation.

The Board of Directors, on the recommendation of the Audit Committee vide its meeting dated 18.11.2025 have considered and approved the proposal to the appoint



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of M/s. Haziyani & Associates (Firm Registration No. 030087C), as the Statutory Auditors of the Company to fill the casual vacancy.

M/s. Haziyani & Associates have conveyed their consent to act as Statutory Auditors of the Company and have also confirmed that they satisfy the eligibility criteria prescribed under Section 141 of the Companies Act, 2013, and rules made thereunder.

Accordingly, the Board recommends the appointment of M/s. Haziyani & Associates, Chartered Accountants, to hold office as Statutory Auditors from the date 18th November, 2025 until the conclusion of the next Annual General Meeting (AGM), at such remuneration as may be determined by the Board.

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 of Directors recommends the Ordinary Resolution for the approval of the shareholders as set out at Item No. 4 of this Notice.

By order of Board of Directors
For DroneAacharya Aerial Innovations Limited

Sd/-
Prateek Srivastava
Managing Director
DIN: 07709137

Date: January 21, 2026
Place: Pune



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ANNEXURE TO ITEMS NO. 1 & 2 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.

Name of Director	Meenakshi Niraj Gupta
Date of Birth	27 th February, 1975
Nationality	Indian
Date of Appointment on the Board	31.12.2025
Qualifications	Chartered Accountant
Expertise in specific functional area	Chartered Accountant – Qualified in November 1998; Continuous professional education through ICAI on Ind AS, Auditing Standards, Companies Act, GST, and Direct Taxation
Number of shares held in the Company	Nil
List of the directorships held in other companies	Liquid Securities Private Limited.
Number of Board Meetings attended during the FY	Not applicable
Chairman/ Member in the Committees of the Boards of companies in which he is Director	NA
Relationships between Directors inter-se	None

Name of Director	Shyam Shankar Jedhe
Date of Birth	B.E, Masters in Financial Management
Nationality	Indian
Date of Appointment on the Board	31.12.2025
Qualifications	30 th September, 1972
Expertise in specific functional area	Financial Strategy
Number of shares held in the Company	Nil
List of the directorships held in other companies*	NA
Number of Board Meetings attended during the FY	NA
Chairman/ Member in the Committees of the Boards of companies in which he is Director	NA
Relationships between Directors inter-se	None



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