NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting ("AGM") of the members of **Eastman Auto & Power Ltd ("the Company")** will be held on **Wednesday, August 19, 2026, at 11: 30 A.M. IST** at the registered office of the Company situated at Flat No. 101, Community Centre, First Floor, Naraina Industrial Area, Phase-I, New Delhi-110028 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
   a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon.
   b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon.

2. To appoint Mr. Goutam Kumar (DIN: 08377166), director of the Company, who retires by rotation, and being eligible, has offered himself for reappointment as a director.

SPECIAL BUSINESS:

3. **To ratify the remuneration payable to M/s. Chandra Wadhwa & Co., Cost Accountants, Cost Auditors of the Company for the financial year 2026-27**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as amended from time to time, basis approval of the board of directors, the Company hereby ratifies the remuneration of an amount not exceeding Rs. 2,00,000/- (Rupees Two Lakh only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit payable to M/s. Chandra Wadhwa & Co., Cost Accountants, Cost Auditors (Firm Registration No. 000239), to conduct the audit of cost records of the Company for the financial year 2026-27.

RESOLVED FURTHER THAT the Board of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorized to do all necessary acts, deed, and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable to give effect to this resolution."

4. **To approve the amendments in the Articles of Association and adoption thereof**

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

"**RESOLVED THAT**, subject to the receipt of approval of the Registrar of Companies, National Capital Territory of Delhi-I at South Delhi ("**Registrar of Companies**") and pursuant to the provisions of Sections 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any amendments, modifications or re-enactment thereof) ("**Companies Act**"), the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and in accordance with the enabling provisions of the memorandum of association and articles of association of the Company and further subject to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by the Registrar of Companies, and in order to align the articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and the listing requirements of the stock exchanges where the equity shares of the Company are proposed to be listed, and the amendments to Regulation 17(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and NSDL circular no. NSDL/CIR/II/19/2026 dated April 7, 2026 and CDSL circular no. CDSL/OPS/RTA/CAIPO/2026/104 dated April 6, 2026, the existing articles of association of the Company be and are hereby altered and substituted with the set of revised articles of association of which a copy is placed before the meeting, duly initialed by the chairperson of the meeting, which be and are hereby approved and adopted as the articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company.

"**RESOLVED FURTHER THAT**, any of the director or Company Secretary of the Company, be and are hereby jointly or severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and do all such acts, deeds, and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

"**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any Director or the Company Secretary, be forwarded to the concerned authorities for necessary action."

By order of the Board
For Eastman Auto & Power Limited

Rahul N Sinnarkar
Company Secretary & Compliance Officer
M. No.: A39709
Date: July 28, 2026 | Place: Gurugram

Eastman Auto & Power Limited

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the meeting is annexed.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself and the proxy need not be a member of the company. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company.

4. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such a representative to attend and vote on its behalf at the Meeting.

5. Members/proxies are requested to bring the attendance slips duly filled in to attend the meeting. Members are requested to write their Folio Number in the attendance slip to attend the meeting. Members holding shares in dematerialized form are requested to write their Client ID and DP ID Numbers.

6. Members are requested to notify any change in their address to the Company and always quote their DP ID and Client ID Numbers in all correspondence with the Company. Members are also requested to notify any change of address to their Depository Participants.

7. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.

8. All relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Annual General Meeting.

9. Information regarding particulars of Directors to be appointed, as required to be provided pursuant to the provisions of Section 102 Companies Act, 2013 and the Secretarial Standard on General meetings issued by the Institute of Company Secretaries of India is enclosed with this Notice.

10. In terms of the provisions of the Companies Act, 2013 and the Secretarial Standard - 2 (SS-2) on general meetings, the Notice of 27th AGM and the audited financial statements along with the directors' report and relevant annexures is available on the website of the Company and can be accessed at https://eaplworld.com/shareholders-information.

11. Further, the Notice of AGM along with the necessary enclosures is being sent by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants as on July 27, 2026.

12. Please be informed the Company has also sent communications to shareholders holding shares in physical form to kindly convert their shares into Demat vide email and vide registered post.

13. In case shareholders/members have any queries or are unable to access the uploaded files or need any assistance for conversion of physical holding into DEMAT, they may send an e-mail to secretarial@eaplworld.com with complete detail including their name, Folio no, copy of share certificate, contact details etc.

14. The Company's Registrar and Transfer Agents for correspondence is MUFG Intime India Private Limited, Reg. Off.: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai City, Mumbai, Maharashtra, India, 400083 and can be reached at +91 22 4918 6000.

15. Route-map of the AGM venue, pursuant to the Secretarial Standard on General meetings, is provided at the end of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

On recommendation of Audit Committee, the Board of Directors in their meeting held on July 20, 2026, approved and appointed M/s. Chandra Wadhwa & Co., Cost Accountants, Cost Auditors (Firm Registration No. 000239) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, at a remuneration not exceeding Rs. 2,00,000/- plus all applicable taxes and reimbursement of expenses at actuals.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company. Accordingly, the consent of the members is requested to ratify the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Ordinary Resolution for approval by the members.

Item No. 4

The equity shares of the Company are proposed to be listed on one or more recognised stock exchanges ('Stock Exchanges') in India pursuant to the initial public offering of equity shares of the Company (the 'Offer'). The Company has already filed the pre filed red herring prospectus dated December 09, 2025 ('PDRHP') with the Securities and Exchange Board of India ('SEBI') and the Stock Exchanges in connection with the Offer.

Subsequent to the filing of the PDRHP, SEBI has introduced certain amendments and clarifications to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('SEBI ICDR Regulations'), including those relating to lock in requirements prescribed under Regulation 17 thereof. Further, Central Depository Services (India) Limited ('CDSL') and National Securities Depository Limited ('NSDL') have issued circulars dated April 6, 2026 (circular no. CDSL/OPS/RTA/CAIPO/2026/104) and April 7, 2026 (circular no. NSDL/CIR/II19/2026), respectively, which require companies proposing to undertake an initial public offering to suitably amend their constitutional documents to ensure compliance with the applicable regulatory framework.

Accordingly, the Board of Directors has approved the adoption of a revised and restated set of articles of association of the Company in substitution of and to the exclusion of the existing articles of association. The proposed revised articles of association incorporate, among other things, provisions required for a listed company and such changes as are considered necessary to ensure alignment with applicable legal and regulatory requirements, corporate governance norms and the listing requirements of the stock exchanges.

In terms of Sections 14 and 15 of the Companies Act, 2013, alteration of the articles of association of a company requires the approval of the shareholders by way of a special resolution and such other approvals as may be required under applicable law. The proposed alteration is further subject to the approval of the Registrar of Companies, National Capital Territory of Delhi – I at South Delhi and such modifications, if any, as may be required or suggested by the relevant regulatory authorities.

A copy of the proposed revised articles of association, together with the existing articles of association, is available for inspection by the members during business hours at the registered office of the Company and shall also be available electronically for inspection by the members in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors believes that the proposed adoption of the revised articles of association is in the best interests of the Company and its shareholders and recommends passing of the special resolution set out in the accompanying notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution for approval by the members.

By order of the Board
For Eastman Auto & Power Limited

Rahul N Sinnarkar
Company Secretary & Compliance Officer
M. No.: A39709
Date: July 28, 2026 | Place: Gurugram

Annexure 'A'

Details of Directors retiring by rotation/ seeking re-appointment/appointment at the meeting

Particulars	**Mr. Goutam Kumar**
Age	46 years
Qualifications	B.A. & Post Graduate diploma in Business Management
Experience	20+ years of experience in corporate strategy and investment and human capital development.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at item no. 2 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Goutam Kumar, who retires by rotation at this meeting, appointed as a Director of the Company.
Remuneration last drawn (FY 2025-26)	₹ 79.30 Lakh
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	March 17, 2025
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2026	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the financial year 2025-26	4 of 4
Directorships of other Boards as on March 31, 2026	a) Eastman Electronics Manufacturing Private Limited b) Eastman Solar Technologies Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	None

FORM NO. MGT -11

Proxy Form

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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

I/We being the Member(s) of Eastman Auto & Power Limited holding __________ equity shares of Re.1/- (Rupee One only) each of the above named Company, hereby appoint:

1.Name:________________________Email ID: ________________________________
Address:____
________________________Signature:____ or failing him

2.Name:________________________E-mail Id: ________________________________
Address:____
________________________Signature:____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Wednesday, August 19, 2026, at 11:30 am IST at the registered office of the Company at Flat No. 101, Community Centre, First Floor, Naraina Industrial Area, Phase-I, South West Delhi, Delhi, India, 110028 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

Item No.	Items	For	Against
1.	To consider and adopt: a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon. b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of Auditors thereon		
2.	To appoint Mr. Goutam Kumar (DIN: 08377166), director of the Company, who retires by rotation, and being eligible has offered himself for reappointment as a director		
3.	To ratify the remuneration of cost auditor of the Company for the financial year 2026-27		
4.	To approve the amendments in the Articles of Association and adoption thereof		

Signed this ………………………………. day of ……………………………….2026.

Affix Revenue Stamp

Signature of Member(s): ______________________________

Signature of the Proxy holder(s): ______________________

Note: This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Eastman Auto & Power Limited

Registered Office: Flat No. 101, Community Centre, Naraina Industrial Area, Phase-I,

South West Delhi, Delhi, India, 110028

CIN: U51505DL2000PLC256047

ATTENDANCE SLIP

Name of the Member/Proxy in Block Letters:

Folio/DP ID-Client ID:

No. of shares held:

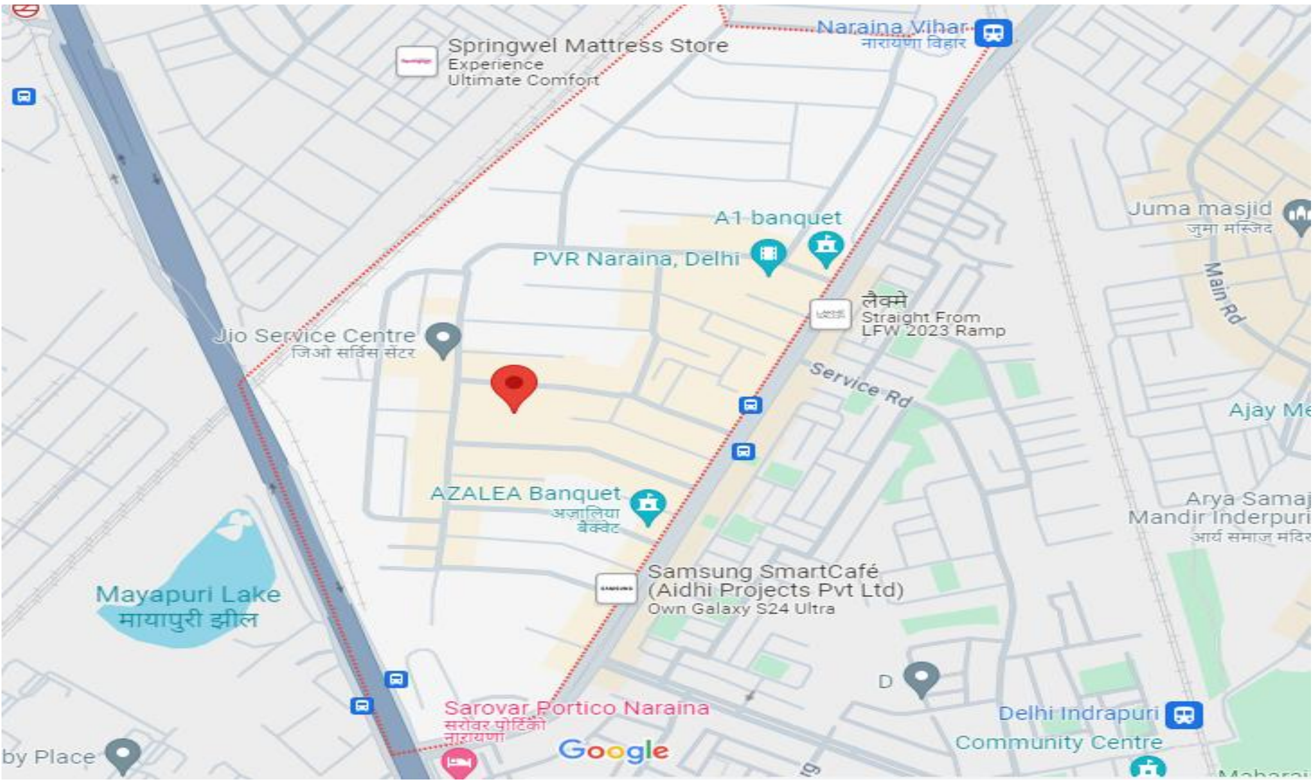
I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 27th Annual General Meeting of the Company on Wednesday, August 19, 2026, at 11:30 am IST at the registered office of the Company at Flat No. 101, Community Centre, Naraina Industrial Area, Phase-I, South West Delhi, Delhi, India, 110028.

____

Signature of the Member's/Proxy's

Note: Please fill this attendance slip and hand it over at the entrance of the hall.

ROUTE MAP OF THE VENUE FOR THIS ANNUAL GENERAL MEETING



[Eastman Auto & Power Limited]

Registered Office:
Flat No. 101, Community Centre,
First Floor, Naraina Industrial Area, Phase-1,
New Delhi- 110028
CIN: U51505DL2000PLC256047
Email: Secretarial@eaplworld.com