



JK MAINI GLOBAL AEROSPACE LIMITED

(FORMERLY KNOWN AS RAY GLOBAL CONSUMER ENTERPRISE LIMITED)

(CIN: U52520MH2021PLC354360)

Registered Office: Pokhran Road No 1, Jekegram, Thane (West), Maharashtra-400606

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NOTICE OF 01/2026-2027 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given on a shorter notice that the Extra-Ordinary General Meeting of the members of JK Maini Global Aerospace Limited (formerly known as Ray Global Consumer Enterprise Limited) ("the Company") will be held on Friday, October 16, 2026, at 12:00 noon. through other audio video means/video conferencing and the deemed venue of the meeting shall be at the registered office of the Company situated at Pokhran Road No 1, Jekegram, Thane (West)-400606, to transact the following business:

SPECIAL BUSINESS:

1. APPROVAL OF JKMGAL EQUITY SETTLED STOCK APPRECIATION RIGHTS PLAN 2026 FOR THE EMPLOYEES OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with the applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014 ("**Rules**"), including Rule 12 thereof to the extent applicable, and the rules, regulations, notifications, circulars and clarifications issued thereunder, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary or required from any statutory, regulatory or other authority, consent of the members of the Company be and is hereby accorded to the introduction, adoption and implementation of the "JKMGAL Equity Settled Stock Appreciation Rights Plan 2026" ("**JKMGAL ESAR Plan 2026**" or "**Plan**"), substantially in the form placed

before the members, the salient features of which are detailed in the explanatory statement annexed to this Notice, for providing equity-settled stock appreciation rights ("**ESAR**") to the Eligible Employees of the Company as may be determined in accordance with the Plan;

RESOLVED FURTHER THAT the board of directors of the Company ("**Board**"), which expression shall include the nomination and remuneration committee ("**NRC**") or such other committee as may be constituted or authorised by the Board from time to time to exercise the powers of the Board in relation to the Plan, be and is hereby authorised to establish, administer and implement the Plan and to create, offer, issue, grant, vest and permit the exercise of ESAR, from time to time, in one or more tranches, to such Eligible Employees (as defined under the JKMGAL ESAR Plan 2026), and on such terms and conditions, as may be determined in accordance with the Plan and Applicable Laws;

RESOLVED FURTHER THAT the maximum number of ESAR that may be granted under the Plan shall be determined by the Board, subject to the overall limit of 198,000 (One Lakh Ninety Eight Thousand) ESAR, and upon valid exercise of the vested ESAR, the appreciation in respect thereof shall be settled by way of issue and allotment of fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten only) each, subject to the settlement formula and other terms specified in the Plan, provided that the aggregate number of equity shares that may be issued and allotted pursuant to the Plan shall not exceed 198,000 (One Lakh Ninety Eight Thousand) equity shares, except to the extent adjusted in accordance with the Plan and applicable laws;



RESOLVED FURTHER THAT where, pursuant to the settlement formula, the number of equity shares to be issued and allotted upon exercise of an ESAR results in a fractional entitlement, such fractional entitlement shall be dealt with in such manner, including by cash settlement, as may be determined in accordance with the Plan and applicable laws;

RESOLVED FURTHER THAT the maximum number of ESAR that may be granted to any specific Eligible Employee under the Plan in any financial year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant, unless prior specific approval of the members by way of a separate special resolution is obtained;

RESOLVED FURTHER THAT the equity shares so issued and allotted upon exercise of Vested ESAR shall rank *pari passu* in all respects with the existing equity shares of the Company, subject to the provisions of the Memorandum and Articles of Association of the Company and the terms of the Plan;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, from time to time and in accordance with the Plan, the ESAR Price/Base Price, the number of ESAR to be granted to each Eligible Employee, the Grant Date, Vesting Date(s), Vesting Conditions, Vesting Period, Exercise Period, settlement formula, applicable performance conditions, and such other terms and conditions as may be necessary for the effective implementation and administration of the Plan;

RESOLVED FURTHER THAT the market price for the purposes of the Plan shall mean the fair market value of the equity shares as determined by an independent registered valuer appointed by the Board, and where the equity shares are listed in future, the market price shall be determined in accordance with the Plan and applicable laws at relevant time;

RESOLVED FURTHER THAT in the event of any corporate action, including but not limited to bonus issue, rights issue, share split, consolidation, merger, demerger, sale of division, further capitalization or any other corporate action, the Board be and is hereby authorised to make such fair and reasonable adjustments to the ESAR Price, Exercise Price, number of ESAR, Share Pool, Vesting Conditions, Vesting

Period and/or other terms of the ESAR as may be necessary so as to ensure that the economic value of the benefits granted under the Plan is not materially altered by such corporate action, subject always to applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, alter, amend, suspend, or terminate the Plan in accordance with the Plan, subject to compliance with the Act and provided such variation is not prejudicial to the interests of the ESAR grantees;

RESOLVED FURTHER THAT any director of the Company, the Committee, or the Company Secretary and/or such other officer(s) as may be authorised by the Board/Committee be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings, applications and filings as may be necessary or expedient to give effect to this resolution and to the implementation and administration of the JKMGAL ESAR Plan 2026 and to do all other things incidental to and ancillary thereof.”

2. APPROVAL OF JKMGAL EQUITY SETTLED STOCK APPRECIATION RIGHTS PLAN 2026 FOR THE EMPLOYEES OF THE HOLDING / SUBSIDIARY OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), read with the applicable provisions of the Companies (Share Capital and Debentures) Rules, 2014 (“**Rules**”), including Rule 12 thereof to the extent applicable, and the rules, regulations, notifications, circulars and clarifications issued thereunder, as amended from time to time, the Memorandum and Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary or required from any statutory, regulatory or other authority, consent of the members of the Company be and is hereby accorded to the introduction, adoption and implementation of the JKMGAL Equity Settled Stock Appreciation Rights Plan 2026 (“**JKMGAL ESAR Plan 2026**” or “**Plan**”), substantially in the form placed before the members, the salient features of which are



detailed in the Explanatory Statement annexed to this Notice, for providing equity-settled stock appreciation rights (“ESAR”) to the Eligible Employees of the Holding / Subsidiary Company(ies), as may be determined in accordance with the Plan;

RESOLVED FURTHER THAT the board of directors of the Company (“Board”), which expression shall include the nomination and remuneration committee (“NRC”) or such other committee as may be constituted or authorised by the Board from time to time to exercise the powers of the Board in relation to the Plan, be and is hereby authorised to establish, administer and implement the Plan and to create, offer, issue, grant, vest and permit the exercise of ESAR, from time to time, in one or more tranches, to such Eligible Employees (as defined under the JKMGAL ESAR Plan 2026), and on such terms and conditions, as may be determined in accordance with the Plan and Applicable Laws;

RESOLVED FURTHER THAT the maximum number of ESAR that may be granted under the Plan shall be determined by the Board, subject to the overall limit of 1,98,000 (One Lakh Ninety Eight Thousand) ESAR, and upon valid exercise of the vested ESAR, the appreciation in respect thereof shall be settled by way of issue and allotment of fully paid-up equity shares of the Company of face value of ₹ 10/- (Rupees Ten only) each, subject to the settlement formula and other terms specified in the Plan, provided that the aggregate number of equity shares that may be issued and allotted pursuant to the Plan shall not exceed 1,98,000 (One Lakh Ninety Eight Thousand) equity shares, except to the extent adjusted in accordance with the Plan and applicable laws;

RESOLVED FURTHER THAT where, pursuant to the settlement formula, the number of equity shares to be issued and allotted upon exercise of an ESAR results in a fractional entitlement, such fractional entitlement shall be dealt with in such manner, including by cash settlement, as may be determined in accordance with the Plan and applicable laws;

RESOLVED FURTHER THAT the maximum number of ESAR that may be granted to any specific Eligible Employee under the Plan in any financial year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant,

unless prior specific approval of the members by way of a separate special resolution is obtained;

RESOLVED FURTHER THAT the equity shares so issued and allotted upon exercise of Vested ESAR shall rank *pari passu* in all respects with the existing equity shares of the Company, subject to the provisions of the Memorandum and Articles of Association of the Company and the terms of the Plan;

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine, from time to time and in accordance with the Plan, the ESAR Price, the number of ESAR to be granted to each Eligible Employee, the Grant Date, Vesting Date(s), Vesting Conditions, Vesting Period, Exercise Period, settlement formula, applicable performance conditions, and such other terms and conditions as may be necessary for the effective implementation and administration of the Plan;

RESOLVED FURTHER THAT for so long as the Company remains unlisted, the market price for the purposes of the Plan shall mean the fair market value of the equity shares as determined by an independent registered valuer appointed by the Board, and where the equity shares are listed in future, the market price shall be determined in accordance with the Plan and applicable laws;

RESOLVED FURTHER THAT in the event of any corporate action, including but not limited to bonus issue, rights issue, share split, consolidation, merger, demerger, sale of division, further capitalization or any other corporate action, the Board be and is hereby authorised to make such fair and reasonable adjustments to the ESAR Price, Exercise Price, number of ESAR, Share Pool, Vesting Conditions, Vesting Period and/or other terms of the ESAR as may be necessary so as to ensure that the economic value of the benefits granted under the Plan is not materially altered by such corporate action, subject always to applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, alter, amend, suspend, or terminate the Plan in accordance with the Plan, subject to compliance with the Act and provided such variation is not prejudicial to the interests of the ESAR grantees;



RESOLVED FURTHER THAT any director of the Company, the Committee, the Company Secretary and/or such other officer(s) as may be authorised by the Board/Committee be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, writings, applications and filings as may be necessary or expedient to give effect to this resolution and to the implementation and administration of the JKMGAL ESAR Plan 2026 and to do all other things incidental to and ancillary thereof."

3. APPROVAL OF PROPOSED GRANT OF EQUITY SETTLED STOCK APPRECIATION RIGHTS ("ESAR") EQUAL TO OR EXCEEDING 1% OF ISSUED CAPITAL TO THE IDENTIFIED EMPLOYEE(S) / SPECIFIED CATEGORY OF EMPLOYEE(S) AT THE TIME OF GRANT.

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Memorandum and Articles of Association of

the Company, and subject to such other approvals, permissions, and sanctions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted by the Board to exercise its powers), to grant equity-settled stock appreciation rights (**"ESAR"**) under the **"JKMGAL Equity Settled Stock Appreciation Rights Plan 2026"** (**"JKMGAL ESAR Plan 2026"** or **"Plan"**) to identified employee(s) / specified category of employees of the Company, during any one financial year, equal to or exceeding **1%** (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions) at the time of grant of ESAR;

RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorized to determine the terms and conditions of such grant, including the eligibility criteria, vesting schedule, exercise price, exercise period, and lock-in period, and to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, proper, or desirable to give effect to this resolution."

By Order of the Board of Directors
For JK Maini Global Aerospace Limited
(Formerly Known as Ray Global Consumer Enterprise Limited)

Sd/-
Rajiv Bansal
Chairman
DIN: 00245460

Date : July 28, 2026
Place: Mumbai

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**"the Act"**) and Secretarial Standard – 2 (**"SS-2"**) on General Meetings issued by the Institute of Company Secretaries of India (**"ICSI"**) setting out material facts concerning the business under Item No. 1 to Item No. 3 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs, Government of India (**"MCA"**) vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 (**"MCA Circulars"**) has allowed conduct of Extra-Ordinary General Meetings (**"EGM"**) by Companies through Video Conferencing/ Other Audio-Visual Means (**"VC/OAVM"**) facility, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars and provisions of the Act, the EGM of the Company is being conducted



through VC/OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the registered office of the Company.

3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the EGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the EGM through VC/OAVM facility and e-voting during the EGM. Accordingly, pursuant to the provisions of Section 113 of the Act, Body Corporates/ Institutional / Corporate Members intending for their authorized representatives to attend the meeting are requested to send to the Company, on neha.goenka@raymond.in and evoting@nsdl.co.in from their registered email ID a scanned copy (PDF / JPG format) of certified copy of the board resolution / authority letter authorizing their representative to attend and vote on their behalf at the meeting.
4. In terms of the MCA Circulars, the notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants ("DPS")/ MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*) ("RTA") and will also be available on the website of the Company at www.jkmaini.com, and also on the website of National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com. Since the EGM will be held through VC/OAVM facility, the route map, proxy form and attendance slip are not annexed to this notice.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, SS-2 issued by the ICSI, the Company is providing remote e-voting facility to its members in respect of the business to be transacted at the EGM and facility for those members participating in the EGM to cast vote through e-voting system. For this purpose, NSDL shall provide the facility of voting and participation through VC/OAVM facility.
6. Members may join the EGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the members from 11:30 A.M. IST i.e. 30 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the EGM.
7. Attendance of the members and authorised representatives under Section 112 and 113 of the Act, participating in the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Members voting through remote e-voting shall not be allowed to vote again in the EGM. However, such members are counted in the quorum.
9. Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, if any, who have not registered their email addresses with DPS, are requested to register / update their email addresses with their DPS.
10. General instructions for accessing and participating in the EGM through VC/OAVM facility and voting through electronic means including remote e-voting:-



A. Instructions for Remote e-voting:

- The remote e-voting period will commence from Monday, October 12, 2026 at 09:00 A.M. (IST) and end on Thursday, October 15, 2026 at 05:00 P.M. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, October 09, 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- A person who is not a member as on the cut-off date should treat this Notice of the EGM for information purpose only.
- The details of the process and manner for remote e-voting are explained herein below:
 - Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>
 - Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: How to Log-in to NSDL e-voting website?

I. Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode

Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of members	Login Method
Individual Members holding securities in demat mode with NSDL.	Users registered for NSDL IDeAS facility: a) Visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. b) You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. c) Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Users not registered for NSDL IDeAS facility: 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. e-Voting website of NSDL 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 held 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 the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. e-Voting mobile application of NSDL Members/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Members holding securities in demat mode with Central Depository Services (India) Limited (CDSL)	Existing users who have opted for Easi/ Easiest a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. b) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option. d) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Provider.
Individual Members (holding securities in demat mode) login through their depository	a) Members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. b) Upon logging in, you will be able to see e-Voting option. c) Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.



participants	d) Click on the Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
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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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members 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
Individual Members 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 1800 22 55 33

II. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode and Members holding securities in physical form:

- Visit the e-voting website of NSDL. Open web browser by typing the 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, your Password/ OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
ii. For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
iii. For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 143104 then user ID is 143104001***

- Password details for members other than individual members are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- iii. How to retrieve your 'initial password'?
 - If your email address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email address. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email address is not registered, please follow steps mentioned below in '**Process for those members whose email addresses are not registered**'.
- f. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - ii. "Physical User Reset Password?" (If you are holding shares in physical form) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h. Now, you will have to click on "Login" button.
- i. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join EGM on NSDL e-Voting system

How to cast your vote electronically?

- a) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- c) The EVEN of the Company is **143183**.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for Members for e-Voting

- a) Institutional Members (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dmassociatesllp@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members (i.e.,



- other than individuals, HUF, NRI etc.) can also upload their board resolution/ power of attorney/ authority letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - c) In case of any queries, you may refer the frequently asked questions (FAQs) for members and e-voting user manual for members available at the download section of www.evoting.nsdl.com or call on 022-48867000 or send a request to Mr. Sanjeev Yadav, Deputy Manager or Ms. Pallavi Mhatre, AVP, NSDL at the designated email address: evoting@nsdl.com who will also address the grievances connected with the voting by electronic means. Members may also write to the company secretary (sister concern) at the email address of the Company at neha.goenka@raymond.in.

Process for those Members whose email address are not registered with the depositories for procuring user id and password and registration of email address for e-voting for the resolution set out in this notice:

- a) In case shares are held in physical form, please provide folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAAR (self-attested scanned copy of Aadhaar Card) to the email address of the Company at neha.goenka@raymond.in.
- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to the email address of the Company at neha.goenka@raymond.in.
- c) If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (I) i.e., Login method for e-voting and joining virtual meeting for Individual Members holding securities in demat mode.
- d) Alternatively, members/ members may send a request to NSDL at evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- e) Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are required to update their mobile number and email address correctly in their demat account in order to access e-Voting facility.

B. Instructions for Members for participating in the EGM through VC/OAVM are as under:

- a) The members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for “Access to NSDL e-Voting system”. The link for VC/OAVM will be available in “Shareholder/ Member login” where the EVEN (“E-voting Event Number”) of the Company will be displayed. After successful login, the Members will be able to see the link of “VC/OAVM” placed under the tab “Join Meeting” against the name of the Company. On clicking this link, the Members will be able to attend the EGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b) Members may join the EGM through laptops, smartphones and tablets. Further, members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that



participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- c) Members can submit questions in advance with regards to any matter to be placed at the EGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the email address of the Company at neha.goenka@raymond.in at least 48 hours in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- d) Members, who would like to express their view/ ask questions during the EGM with regard to any matter to be placed at the EGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the email address of the Company at neha.goenka@raymond.in at least 48 hours in advance before the start of the meeting. Those Members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.
- e) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
- g) Institutional Investors who are members of the Company, are encouraged to attend and vote in the EGM through VC/OAVM facility.

C. Instructions for Members for e-Voting during the EGM are as under:

- a) Members may follow the same procedure for e-Voting during the EGM as mentioned above for remote e-Voting.
- b) Only those members/ Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
- c) Members who have cast their vote by remote e-Voting prior to the EGM may also participate in the EGM through VC/OAVM facility. However, they shall not be entitled to cast their vote again.
- d) The helpline details of the person who may be contacted by the Shareholder needing assistance with the use of technology, before or during the EGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Mr. Sanjeev Yadav, Deputy Manager or Ms. Pallavi Mhatre, AVP, NSDL, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra, at the designated email address: evoting@nsdl.com or at telephone no.: 022-48867000. Members may also write to the Company Secretary (Sister Concern) at the email address of the Company at neha.goenka@raymond.in

Other Guidelines for Members

- i. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, October 09, 2026.
- ii. Any person holding shares of the Company in physical form and non-individual Members, who acquires shares of the Company and becomes Shareholder after the Notice is sent through e-mail and holds shares as on the cut-off date i.e., Friday, October 9, 2026, may obtain, the User ID and password



- by sending a request to NSDL at evoting@nsdl.com or the email address of the Company at neha.goenka@raymond.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com or call on 022-48867000. In case of individual members who acquires shares of the company in demat mode and becomes a shareholder of the Company after sending of the Notice and holds shares as on the cut-off date i.e., Friday, October 9, 2026, may follow steps mentioned in the Notice of the EGM under “Log-in to NSDL e-Voting system.”
- iii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-voting system during the EGM.
 - iv. During the EGM, the chairman shall, after response to the questions raised by the members in advance or as a speaker at the EGM, formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the notice of the EGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the EGM.
 - v. Mr. Dinesh Deora (Membership No. F5683, COP No. 4119) or in his absence Mr. T. Kaushik (Membership No. F10607 COP No. 16207), Partners of DM & Associates Company Secretaries LLP, have been appointed as the scrutinizer by the board of directors, and they have given their consent to act as such, to scrutinize the remote e-voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.
 - vi. The scrutinizer shall after the conclusion of e-voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the company and shall make a consolidated scrutinizer's report of the total votes cast in favor or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.
 - vii. The results declared along with the report of the scrutinizer shall be placed at the registered office of the Company and on the website of the Company at www.jkmaini.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the chairman or a person authorized by him.
11. The notice of the EGM of the Company, inter alia indicating the process and manner of e-voting is being sent to all the Members whose email addresses are registered with the Company/ DPs for communication purposes unless any shareholder has requested for a hard copy of the same. Any shareholder is desirous of obtaining hard copy of the notice of the EGM of the Company, may send request to the email address of the Company at neha.goenka@raymond.in mentioning Folio No./ DP ID and Client ID. Members, whose email address is not registered with the Company or with their respective DPs, and who wish to receive the notice of the EGM and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
- a) Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the member, by email to the email address of the Company at neha.goenka@raymond.in.
 - b) Members holding shares in demat mode may update the email address through their respective DPs.



12. Documents referred to in the accompanying notice of the EGM and the explanatory statement shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the EGM. During the EGM, members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Pursuant to Section 102 of the Act, the following Explanatory Statement sets out all material facts relating to the special business mentioned under Item No.1 to Item No.3 of the accompanying Notice dated July 28, 2026.

Item No. 1 & 2:

The board of directors ("**Board**") of JK Maini Global Aerospace Limited ("**Company**" or "**JKMGAL**"), at its meeting held on July 28, 2026 based on the recommendation of the nomination and remuneration committee, considered and approved the proposal to introduce the **JKMGAL Equity Settled Stock Appreciation Rights Plan 2026 ("JKMGAL ESAR Plan 2026" or "Plan")**, subject to approval of the members of the Company by way of special resolution.

The Plan has been formulated with the objective of rewarding Eligible Employees for their performance and contribution to the growth and profitability of the Company and its Subsidiaries, and to attract, retain and motivate talent by providing Eligible Employees an opportunity to participate in the long-term growth and value creation of the Company. The objectives and rationale are expressly set out in the Plan.

The Plan contemplates equity-settled stock appreciation rights ("**ESAR**"), pursuant to which an Eligible Employee is granted a right, but not an obligation, to receive appreciation in respect of a specified number of equity shares, with such appreciation being settled by issue of equity shares of the Company upon payment of the applicable exercise price.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the approval of Members by way of a Special Resolution is required for the introduction and implementation of the Plan.

Salient Features & Disclosures under Rule 12(1) of Companies (Share Capital and Debentures) Rules, 2014:

- 1. Total Number of ESAR to be Granted:** The total number of ESAR that may be granted in one of more tranches under the Plan shall be 1,98,000 (One Lakh Ninety-Eight Thousand) units, convertible upon exercise into a maximum of 1,98,000 (One Lakh Ninety Eight Thousand) equity shares of face value ₹ 10/- (Rupees Ten only) each.
- 2. Identification of classes of employees entitled to participate:**

The following persons shall be eligible for grant of ESAR:

 - i. a permanent employee of the company who has been working in India or outside India; or
 - ii. a director of the company, whether a whole-time director or not but excluding an independent director; or
 - iii. an employee as defined in sub clauses (i) or (ii) of a subsidiary, in India or outside India, or of a holding company of the company but does not include:
 - (1) an employee who is a promoter or a person belonging to the promoter group; or
 - (2) a director who, either himself or through his relative or through anybody corporate, directly indirectly, holds more than ten per cent of the outstanding equity shares of the Company.
- 3. Requirements of vesting and vesting period:** The vesting period shall not be less than 1 (one) year and shall not exceed 5 (five) years from grant date of such ESAR, as determined by the Board or Committee and as specified to the ESAR Grantee through the Letter of Grant.
- 4. Maximum period within which ESAR can be exercised:** Vested ESAR must be exercised within



1 (one) to 5 (five) years from the respective vesting date, as communicated in the grant letter.

5. Exercise Price / ESAR Price and Valuation:

- ESAR Price: as determined by the NRC and enumerated in the Grant Letter issued to the ESAR Grantee
- Exercise Price: means the price, if any, payable by the ESAR Grantee/Beneficiary/Nominee at the time of Exercise of the Vested ESAR, as defined under the Plan
- Upon Exercise of Vested ESAR, ESAR Grantee/Beneficiary/Nominee shall be eligible to receive Appreciation in ESAR. Such Appreciation shall be settled in equity shares of the Company as per the following formula:

Number of Equity Shares Issued = [(Market Price of Equity Shares of the Company for the Relevant Date less ESAR Price) x Number of ESAR] / (Market Price of Equity Shares of the Company for Relevant Date less Exercise Price)

Fractional shares, if any, shall be settled in cash, considering the price of the equity shares of the Company on the date immediately preceding the date of Exercise.

("Market Price" means in the case the Company is unlisted, fair market value of equity share as determined by an independent registered valuer appointed by the NRC or by the Board and in case the company is listed, the latest available closing price on a Recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date. If such Shares are listed on more than one Recognized Stock Exchange, then the closing price on the Recognized Stock Exchange having higher trading volume shall be considered as the market price)

6. Exercise Period and process of exercise & tax recovery:

The exact Exercise Period would be stated in the Grant Letter provided to the ESAR grantee at the time of Grant. All equity shares and other amounts payable pursuant to the Plan shall be subject to applicable taxes, withholding obligations, levies and other statutory dues. The

Company may withhold or recover applicable amounts from the ESAR Grantee/Beneficiary/Nominee in accordance with the Plan and applicable laws.

A Vested ESAR may be exercised by the ESAR Grantee/Beneficiary/Nominee during the applicable Exercise Period by submitting the prescribed Exercise Application and paying the applicable Exercise Price and taxes, if any. The Designated Officer shall determine the procedure for Exercise and allotment of equity shares.

7. Lock-in Period: There is no mandatory lock-in period for the shares allotted upon exercise, unless specified by the Board/Committee.

8. Maximum number of ESAR to be granted per employee: The maximum number of ESAR that may be granted to any specific Eligible Employee in any financial year shall not exceed 1,98,000 (One Lakh Ninety-Eight Thousand) ESAR, subject to applicable laws.

The Plan further provides that the ESAR granted to any specific Eligible Employee in a financial year shall not be equal to or exceed 1% of the issued share capital of the Company, excluding outstanding warrants and conversions, unless prior specific approval of the Members is obtained through a Special Resolution.

9. Maximum quantum of benefits to be granted:

The aggregate ESAR that may be granted under the Plan shall not exceed 1,98,000 (One Lakh Ninety-Eight Thousand) ESAR, and the equity shares that may be allotted pursuant to Exercise shall not exceed 1,98,000 (One Lakh Ninety-Eight Thousand) equity shares, subject to the terms of the Plan and applicable laws.

10. Method of Valuation: In the case the Company is unlisted, fair market value of equity share as determined by an independent registered valuer appointed by the NRC or by the Board and in case the company is listed, the latest available closing price on a Recognized Stock Exchange on which the Shares of the Company are listed on the date immediately prior to the Relevant Date. If such Shares are listed on more than one Recognized Stock Exchange, then the closing price on the



Recognized Stock Exchange having higher trading volume shall be considered as the market price.

11. Conditions under which ESAR may lapse: ESAR may lapse, expire, be cancelled or become unexercisable in circumstances including:

- failure to satisfy Vesting Conditions;
- expiry of the applicable Exercise Period;
- resignation or termination, subject to the treatment specified in the Plan;

- termination for Cause;
- abandonment;
- misconduct or breach of Company policies/terms of employment;
- cancellation or suspension where required by law or regulatory/court order; and
- breach of specified confidentiality obligations. Expired, lapsed, forfeited and cancelled ESAR may, subject to applicable laws, be brought back to the ESAR Pool for future Grants.

12. Exercise of ESAR upon cessation of employment: The Plan provides different treatment depending upon the circumstances of cessation.

Sr. No.	Event	Vested ESAR	Unvested ESAR
1	Resignation or termination (other than due to Cause or misconduct or breach of company policies/ terms of employment)	All Vested ESAR as on date of submission of resignation/date of termination may be exercised by the ESAR Grantee up to the last working day with the Company or any other such period decided by the Committee.	All Unvested ESAR on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination on account of Cause	All Vested ESAR which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested ESAR on the date of such termination shall stand cancelled with effect from the termination date.
3	Retirement	All Vested ESAR can be exercised by the ESAR Grantee immediately after, but in no event, later than six months from the date of such retirement or any other such period decided by the Committee.	All Unvested ESAR shall continue to vest as per the Vesting Schedule and Conditions specified in Clause 9 above and can be exercised within the Exercise Period.
4	Death	All Vested ESAR may be Exercised by the Beneficiary/Nominee or legal heirs immediately after, but in no event, later than six months from the date of Death or any other such period decided by the Committee.	All the Unvested ESAR as on the date of death shall vest immediately and may be Exercised by the Beneficiary/Nominee or legal heirs immediately after, but in no event, later than six months from the date of Death or any other such period decided by the Committee.
5	Permanent Disability / Incapacity	All Vested ESAR may be Exercised by the ESAR Grantee or, if the ESAR grantee is himself, unable to exercise due to such incapacity, the Beneficiary/Nominee or legal heirs, immediately after, but in no	All the-Unvested ESAR as on the date of such permanent incapacity shall vest immediately and can be exercised by the ESAR Grantee or, if the ESAR



Sr. No.	Event	Vested ESAR	Unvested ESAR
		event, later than six months from the date of such incapacity or any other such period decided by the Committee.	Grantee is himself, unable to exercise due to such incapacity, the Beneficiary/Nominee or legal heirs, immediately after, but in no event, later than six months from the date of such incapacity or any other such period decided by the Committee.
6	Abandonment*	All Vested ESAR which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested ESAR on the date of such termination shall stand cancelled with effect from the termination date.
7	Any Other Reason	Treatment of Vested ESAR shall be decided as per the discretion of the Committee	All Unvested ESAR on the date of such termination shall stand cancelled with effect from the termination date unless otherwise decided by the Committee

13. Accounting treatment and disclosures

The Company shall follow the laws/regulations applicable to accounting and disclosure related to ESAR, including section 133 of the Act but not limited to SEBI Regulations as well as the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the regulatory authorities from time to time, including the disclosure requirements prescribed therein, as and when applicable to the Company.

The Company shall make applicable disclosures relating to Grants, Vesting, Exercise and lapse of ESAR in accordance with applicable laws. The Plan further contemplates placing before Members at each annual general meeting a certificate from the Secretarial Auditor regarding implementation of the plan in accordance with the applicable regulations and the members' resolution.

14. Modification/amendment of the Plan

The Committee may amend, alter or vary the Plan subject to applicable laws. Where

variation of the terms offered under an earlier members' resolution requires approval of members, the Company shall obtain such approval. Any variation shall not be prejudicial to the interests of ESAR Grantees and, where required by applicable laws, appropriate consent of the affected employees shall be obtained.

15. Miscellaneous:

- The Plan shall be administered by the Nomination and Remuneration Committee.
- No amount is payable by an Eligible Employee at the time of Grant of ESAR.
- Equity shares issued upon Exercise of Vested ESAR shall rank pari-passu with the existing equity shares of the Company, subject to the Memorandum and Articles of Association, the Plan and applicable laws. If the Company becomes listed in future, the equity shares issued pursuant to Exercise shall be listed in accordance with applicable laws.

As per the provisions of Section 62(1)(b) of the Act and the rules made thereunder, consent of the shareholders by way of a special resolution is required for issuance of shares under employee stock option schemes. Accordingly, the special resolution set out at



Item No. 1 of the Notice is proposed for approval by members.

In addition, a separate special resolution is required to be passed if the benefits of share-based incentive are to be extended to employees of holding/subsidiary company(ies). Accordingly, the special resolution set out at Item No. 2 of the Notice is proposed for approval by Members.

The Scheme will be available electronically for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period.

Members seeking to inspect the Scheme can send an e-mail to rakesh.darji@raymond.in or secretarial@raymond.in. Directors other than independent directors and key managerial personnel of the Company and their relatives, who may be granted ESAR under the Scheme, may be deemed to be concerned or interested in the special resolutions at Item No. 1 and 2 of the Notice.

Save as aforesaid, none of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions set out at Item No. 1 and 2 of the Notice for approval by the Members.

Item No. 3:

Pursuant to Section 62(1)(b) of the Companies Act, 2013 (“Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Members of the Company at Item No. 1 & 2 of this Notice are considering the approval, adoption, and implementation of the “**JKMGAL Equity Settled Stock Appreciation Rights Plan 2026**” (“**JKMGAL ESAR Plan 2026**” or “**Plan**”) for the benefit of Eligible Employees of the Company and its Holding / Subsidiary Company(ies). The salient features and detailed disclosures relating to the Plan, including vesting requirements, exercise price, valuation methodology, and settlement mechanism, are set out in the Explanatory Statement to Item No. 1 & 2 and are not repeated here for the sake of brevity.

As per Rule 12(4)(a) of the Rules, prior specific approval of the Members by way of a separate Special Resolution is required in case the grant of ESAR under a plan to identified employee(s) / specified categories of employees, during any one financial year, equals or exceeds 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant.

To enable the Company to attract, retain, and motivate top leadership, key managerial personnel, and high-performing executive talent, it may be necessary to grant ESAR to certain identified employees / specified categories of employees whose individual grant in a single financial year equals or exceeds 1% of the issued share capital of the Company at the time of grant.

Disclosures regarding the Proposed Resolution:

- 1. Identification of Employees:** Since the authority to administer the Plan, evaluate employee performance, and approve individual grants from time to time is delegated to the Board of Directors (“**Board**”) / Nomination and Remuneration Committee (“**NRC**”), the names of the specific identified employees cannot be provided at this stage. The Board / NRC shall identify the eligible employees and determine individual grant quantities at the time of grant based on performance metrics, organizational level, strategic contribution, and length of service.
- 2. Target Capital Percentage:** The total ESAR proposed to be granted to an identified employee in any single financial year under this enabling resolution may equal or exceed 1% (one percent) of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of grant.
- 3. Terms of Grant:** All grants made pursuant to this resolution shall strictly conform to the terms, conditions, exercise price formula, vesting schedule, and limits set out under the **JKMGAL ESAR Plan 2026** and applicable statutory provisions.

Since the proposed grant(s) to individual employee(s) in a financial year may equal or exceed the 1% statutory threshold prescribed under Rule 12(4)(a) of



the Rules, a separate Special Resolution set out at Item No. 3 is placed before the Members for approval.

Directors other than independent directors and key managerial personnel of the Company and their relatives, who may be granted ESAR under the Scheme, may be deemed to be concerned or interested in the special resolutions at Item No.3 of the Notice.

Save as aforesaid, none of the other directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said special resolutions.

The Board recommends the special resolutions set out at Item No. 3 of the Notice for approval by the Members.

By Order of the Board of Directors
For JK Maini Global Aerospace Limited
(Formerly Known as Ray Global Consumer Enterprise Limited)

Date: July 28, 2026
Place: Mumbai

Sd/-
Rajiv Bansal
Chairman
DIN: 00245460