



BrahMos Aerospace Private Limited

An India-Russia Joint Venture

Web : www.brahmos.com E-mail : mail@brahmos.com

NOTICE

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Shareholders of BrahMos Aerospace Private Limited will be held on **Thursday, the 14th May, 2026 at 1000 hrs IST through Video Conferencing/ Other Audio Visual Means** to transact the following businesses :

Ordinary Business :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2026, Statement of Profit & Loss for the year ended on that date, together with the Notes thereon, the Directors' Report and the Auditors' Report thereon.

Special Business :

2. 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 of the Companies Act 2013 and other applicable provisions of the Companies Act read with Companies (Audit & Auditors) Rules 2014 (including its statutory modification or re-enactment thereof for the time being in force), M/s Vajralingam & Co, Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the Financial Year 2026-27 be paid the remuneration of Rs 1,75,000/- (Rupees One Lac Seventy Five thousand only) plus applicable tax and out-of-pocket expenses.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

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Hyderabad Office : Brahmos Complex, (Near DRDL Complex
Rear Gate), Kanchanbagh, P.O. Hyderabad-500058, INDIA
Phone : 91-040-24087018, 24087044
Fax : 91-040-24440004, 24087195

3. 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 applicable provisions of the Companies Act, 2013, and the rules made there under, the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) with NPO Mashinostroyenia for purchase or supply of any goods or materials or availing of services for the FY 2027-28 and FY 2028-29 which is a commercial transaction as detailed in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. To appoint Dr Ishita Ganguli Tripathy (DIN 09661006) as the Director of the Company and in this regard 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 applicable provisions of the Companies Act 2013 (including its statutory modification or re-enactment thereof for the time being in force) and Article 149 of the Articles of Association of the Company, Dr Ishita Ganguli Tripathy (DIN 09661006) who has been appointed as Director by the Board of Directors of the Company, is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To appoint Mr Ajeet Kumar Srivastava (DIN: 08187918), as the Director of the Company and in this regard 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 applicable provisions of the Companies Act 2013 (including its statutory modification or re-enactment

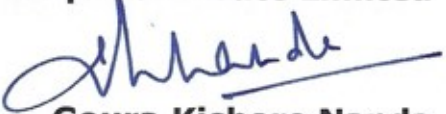


thereof for the time being in force) and Article 149 of the Articles of Association of the Company, Mr Ajeet Kumar Srivastava (DIN: 08187918) who has been appointed as Director by the Board of Directors of the Company, is hereby appointed as the Director of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**By order of the Board of Directors
For BrahMos Aerospace Private Limited**




**Goura Kishore Nanda
Company Secretary**

Place : New Delhi

Dated : 13 May 2026

TO: ALL SHAREHOLDERS

- 1. The Chairman DRDO, New Delhi**
- 2. The Director General & Designer General, NPOM, Moscow**

cc : Statutory Auditor;..

ALL DIRECTORS, BrahMos Aerospace Pvt. Ltd., New Delhi

Note :

- 1.** Pursuant to the General Circular numbers 20/2020, 14/2020 & 17/2020 issued by the Ministry of Corporate Affairs, companies are allowed to hold AGM through Video Conferencing (VC), without the physical presence of members at a common venue. Hence, in compliance with the circulars, the AGM of the Company is being held through VC.
- 2.** A member entitled to attend and vote at the AGM is entitled to appoint a proxy and a proxy need not be a member. Since the AGM is being held in accordance with the Circulars through VC, the facility of appointment of Proxies by the members will not be available.
- 3.** Participation of members through VC will be reckoned for the purpose of quorum of AGM as per Section 103 of the Companies Act.

4. In accordance with the MCA circulars, the statutory registers will be open for inspection through electronic mode and shall remain open for inspection by member during the AGM.
5. Since the AGM will be held through VC in accordance with the Circulars, the route map and proxy form are not attached to this Notice.
6. Explanatory Statement for Special Business pursuant to Section 102 of the Companies Act, 2013 is annexed.
7. The link of AGM will be sent to the members in advance. Members needing technical assistance may contact at cs@brahmos.com/+91 11 42850117.



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

Item No. 2

The Board has approved the appointment of M/s Vajralingam & Co, Cost Auditor to conduct the audit of the cost records of the Company relating to Missiles for the Financial Year ending March 31, 2027 on a remuneration of Rs. 1,75,000/- (plus reimbursement of applicable tax and out of pocket expenses).

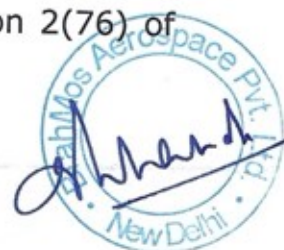
In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be determined by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 2 of the Notice for determination of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2027.

Your Board recommends the ordinary resolution as set out in Item No. 2 for approval of Members. None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no.2.

Item No. 3

Company is a joint venture company of Defence Research & Development Organization, Ministry of Defence, Government of India and NPO Mashinostroyeniya (NPOM), Russian Federation. Company is formed through an Inter- Governmental Agreement between Government of India and Russian Federation for joint development, production and marketing of missiles. Based on the Customer's requirement, Company enters in to contract with NPO Mashinostroyeniya, a Joint Venture Shareholder of the Company, for purchase or supply of any goods or materials or design or documentation or availing of services which is a commercial transaction in the ordinary course of its business. The key terms are covered in the contract signed between the Company and NPOM.

As per articles of association of the Company, the Board of Directors of the Company consists of equal representatives of both the JV partners, therefore, NPOM is a 'related party' within the meaning of Section 2(76) of the Companies Act, 2013 read with relevant rules.



The approval for transactions of Rs 10000 Crores with NPOM for the FY 2025-26 and 2026-27 was taken in the Board meeting held on 17-07-2024 and approved by the Shareholders in 29th AGM held on 18 Jul 2024. As against the approval, Contracts worth Rs 404 Crores (approx. as contract is in foreign currency) have been signed during the FY 2025-26. Balance Supplements in hand (Approx Rs 1400 Cr) and new supplements, if any will be taken up within the existing sanction of Rs 10000 Cr upto FY 2026-27. Balance unutilized limit will expire at the end of FY 2026-27.

Further on similar lines and in view of anticipated orders, it is proposed to sanction transactions worth Rs 10000 Crores for the FY 2027-28 and 2028-29 to be entered with NPOM.

The Board of Directors has approved related party transactions for the financial year 2027-28 and 2028-29 in its meeting held on 13 May 2026, for the transactions with NPOM. Although the transactions under this contract are on an arm's length basis, it is being brought to the notice of shareholders as a Corporate Governance measure.

The particulars of the contract are as under.

- a. Name of the related party: NPO Mashinostroyenia (NPOM)
- b. Name of the Director or Key Managerial personnel who is related, if any:-
See note below.
- c. Nature of relationship- NPO Mashinostroyenia (NPOM) is a Joint Venture Shareholder of the Company.
- d. Nature of contract: purchase or supply of any goods or materials or design or documentation or availing of services.
- e. Material Terms and Particulars of the contract: mutual agreement from time to time.
- f. Monetary value - estimated value of transaction: Rs 10000 Crores.
- g. Any other information relevant or important for the members to make a decision on the proposed transaction- The Inter- Governmental Agreement (IGA) is the origin of the Company which was signed by the Government of India and Russian Federation for joint development, production and marketing of missiles. The transactions entered by the Company with NPOM are on arms length basis and is in the ordinary course of business. The contracts entered in the Defence industry are generally long term in nature and the supplies are spread over in no. of years.

The Board of Directors recommends the ordinary resolution for approval of the Shareholders. 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 resolution, other than the representatives of NPO Mashinostroyenia on the Board of the Company to the extent that they are Directors of the Company (which is the Joint Venture of NPO Mashinostroyenia).

Shareholders are requested to approve the transactions with NPOM which is in the ordinary course of business and at arm's length basis.

Item No. 4

DRDO vide letter dated 25th Feb 2026 has nominated Dr Ishita Ganguli Tripathy, (DIN 09661006), Addl Financial Adviser & Joint Secretary, DRDO, as Director on the Board of Directors of the Company in place of Mr Vedveer Arya (DIN 09311512). The Board of Directors of the Company has appointed Dr Ishita Ganguli Tripathy (DIN 09661006), Addl Financial Adviser & Joint Secretary, DRDO, as non- executive Director of the Company w.e.f. 25 Feb 2026.

Dr Ishita Ganguli Tripathy is an officer of Government of India's Indian Economic Services 1999 Batch. She is a Ph.D in Managerial Economics from IIT Delhi. She has worked in Ministry of Micro, Small and Medium Enterprises, Ministry of Commerce and Industry, Ministry of Finance, Ministry of Road Transport and Highways and the erstwhile Planning Commission. Currently she is Joint Secretary and Additional Financial Advisor in the Ministry of Defence. Her assignments included economic policy formulation, scheme implementation, budgeting, trade negotiations and Investment negotiations.

The approval of the Shareholders is requested to appoint Dr Ishita Ganguli Tripathy as a Director on the Board of the Company, for whom notice has been received from the member. The Board of Directors recommends the appointment of Mr Dr Ishita Ganguli Tripathy as a Director, to the Shareholders.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives except Dr Ishita Ganguli Tripathy is in any way concerned or interested in this ordinary resolution set out in Item no.4. The relevant document (DRDO Letter dated 25th Feb 2026) is available for inspection at the registered office of the Company during business hours.

Item No. 5

DRDO vide letter dated 08th May 2026 has nominated Mr Ajeet Kumar Srivastava (DIN: 08187918), Additional Financial Advisor and Joint



Secretary, DRDO as Director on the Board of Directors of the Company in place of Dr Ishita Ganguli Tripathy (DIN 09661006). The Board of Directors of the Company has appointed Mr Ajeet Kumar Srivastava (DIN: 08187918), Addl FA & JS (R&D), DRDO as non- executive Director of the Company w.e.f. 08th May 2026.

Mr Ajeet Kumar Srivastava is an IRAS Officer of 1999 civil services examination batch. He has done Post Graduation in Electronics from Banaras Hindu University and MBA in Finance & Marketing from FMS, Delhi University. In his career spanning around three decades, he has held several key assignments such as Executive Director (Finance -Expenditure), Railway Board, Commissioner, National Education Society for Tribal Students (NESTS), Ministry of Tribal Affairs, Addl FA & JS in MoD, Finance. He has also served as Director in various PSUs and JV Companies with GoI shareholding such as RMEC Limited, Konkan Railway Corporation Limited, Pipavav Railway Corporation Limited, Wabtec Locomotive Private Limited, Madhepura Electric Locomotive Private Limited etc. He has experience of more than 26 years in Administration, Projects, Finance, Audit and Accounts

The approval of the Shareholders is requested to appoint Ajeet Kumar Srivastava as a Director on the Board of the Company, for whom notice has been received from the member. The Board of Directors recommends the appointment of Mr Ajeet Kumar Srivastava as a Director, to the Shareholders.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives except Mr. Ajeet Kumar Srivastava is in any way concerned or interested in this ordinary resolution set out in Item no.4. The relevant document (DRDO Letter dated 08th May 2026) is available for inspection at the registered office of the Company during business hours.

**By order of the Board of Directors
For BrahMos Aerospace Private Limited**



A handwritten signature in blue ink, appearing to read "Goura Kishore Nanda", written over a horizontal line.

**Goura Kishore Nanda
Company Secretary**

Place : New Delhi

Dated : 13 May 2026