

DELTA GALAXY ENGINEERING SERVICES LIMITED

(Formerly known as Delta Galaxy Engineering Services Private Limited)

Regd. Off.: 152, Patliputra Colony, Near Toyota Showroom, Patliputra, Patna, Phulwari,
Bihar, India, 800013.

CIN: U45204BR2011PLC017932; ✉ info@deltagalaxy.com; ☎ : +91 92668-04144

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING ('AGM') FOR THE F. Y. 2024-25 OF DELTA GALAXY ENGINEERING SERVICES LIMITED WILL BE HELD ON MONDAY, DECEMBER 22ND, 2025 AT 02:00 P.M. AT THE HOTEL THE PANACHE, WEST OF RAM GULAM CHOWK, SOUTH GANDHI MAIDAN, PATNA – 800001, BIHAR TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon.

To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; for the financial year ended March 31, 2025 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Amit Kumar (DIN: 05112643), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Mr. Shashank Singh (DIN: 08317300), who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a director in place of Mr. Rohitash Singh (DIN: 07843216), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

5. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A TERM OF FIVE CONSECUTIVE YEARS AND TO FIX THEIR REMUNERATION.**

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Board of Directors, **M/s. Umesh Prasad & Associates**, Chartered Accountants (**Firm Registration No. 015658C**), be and is hereby appointed as the Statutory Auditor of the Company for a term of five (5) consecutive financial years (**i.e. from F.Y. 2025-26 to F.Y. 2029-30**) to hold office from the conclusion of the ensuing Annual General Meeting of the company to be held on **December 22nd 2025**, until the conclusion of the **upcoming 06th Annual General Meeting** of the Company, at such remuneration and out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

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6. REGULARIZATION OF APPOINTMENT OF SUBHENDU RAJAN SHUKLA (DIN: 10854554), AS A DIRECTOR:

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to the provisions of Sections 152 and 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Subhendu Rajan Shukla (DIN: 10854554), who was appointed as an Additional Director of the Company w.e.f. 24th March, 2025 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

7. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution: -

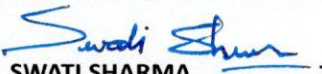
"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder, and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from ₹30,00,00,000/- (Rupees Thirty Crore only) to 50,00,00,000/- (Rupees Fifty Crore only) by creation of additional 2,00,00,000 equity shares of ₹10/- (Rupee Ten only) each.

RESOLVED FURTHER THAT Clause V (Capital Clause) of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"V. The Authorised Share Capital of the Company is 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 equity shares of ₹10/- (Rupee Ten only) each."

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and is hereby authorised to sign, file and submit necessary forms, documents and returns with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By order of the Board of Directors
For Delta Galaxy Engineering Services Limited


SWATI SHARMA
COMPANY SECRETARY

DATE: 29-11-2025

PLACE: Patna (Bihar)

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NOTES:

1. A member entitled to attend and votes is entitled to appoint a proxy (ies) to attend and vote on poll on his/her behalf and the proxy (ies) need not be a member of the company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this report.
2. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business in the Notice is annexed thereto.
4. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days up to the date of the Annual General Meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
6. This Notice of Annual General Meeting is being sent by electronic mode to all the Members, whose email addresses are available with the company.

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ROUTE MAP FOR VENUE



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EXPLANATORY STATEMENT:

The relative explanatory statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out hereinabove is annexed hereto.

ITEM No. 5

Explanatory Statement in respect of above Item is annexed hereto:

The Board of Directors of the Company, at its meeting held on **29th November 2025**, considered the appointment of **M/s. Umesh Prasad & Associates, Chartered Accountants (Firm Registration No. 015658C)**, as the Statutory Auditors of the Company for a period of **five (5) consecutive financial years**, i.e., from **F.Y. 2025-26 to F.Y. 2029-30**.

The term of the existing Statutory Auditors is due to expire at the conclusion of the ensuing Annual General Meeting. Pursuant to the provisions of Sections **139 and 141** of the Companies Act, 2013, the Company is required to appoint Statutory Auditors for a term of five years. The proposed auditors, **M/s. Umesh Prasad & Associates**, have conveyed their eligibility and consent to act as the Statutory Auditors of the Company and have confirmed that the appointment, if made, will be in accordance with the provisions of the Act and rules made thereunder.

The Board of Directors, after evaluating their professional experience and credentials, recommends their appointment for approval of the members. The remuneration payable to the Statutory Auditors shall be mutually decided between the Board of Directors and the said Audit Firm from time to time.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM No. 6

Explanatory Statement in respect of above Item is annexed hereto:

The Board of Directors appointed **Mr. Subhendu Rajan Shukla (DIN: 10854554)** as an Additional Director of the Company w.e.f. **24th March, 2025**. Pursuant to Section 161(1) of the Companies Act, 2013, he holds office up to the date of the Annual General Meeting of the Company.

The Company has received notice under Section 160 of the Companies Act, 2013, signifying the candidature of **Mr. Subhendu Rajan Shukla** for Directorship of the Company. The Company has also received his consent to act as a Director of the Company in Form DIR-2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR-8.

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the Directors shall be appointed by the members through an Ordinary Resolution in the General Meeting of the Company. In view of the same, **Mr. Subhendu Rajan Shukla** shall be appointed as Director of the Company by the members in the Annual General Meeting.

Brief profile of Mr. Subhendu Rajan Shukla (DIN: 10854554) is given below for reference of the member:

Corporate Office: 8A Ground Floor PKT-2 Bhawani Kunj, Sector D Vasant Kunj, South Delhi, Delhi, India, 110070.

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Name of Director	Subhendu Rajan Shukla
Date of Birth	20-10-1976
Relationship With Directors, KMPs	NA
Qualification	Graduation
Expertise in specific functional Area	Project handling
Companies in which also hold Directorships -	4
Membership/Chairmanships of Committees of other Companies	0
Number of Shares held in the Company as on March 31, 2025	NA
Number of Board Meeting attended During the F.Y. ended on March 31, 2025	1
Last Remuneration Drawn (As Director)	NIL
Remuneration sought to be paid	NIL
If there is any other additional Qualification	Certification in Industrial Management

The Board recommends the adoption of the resolution. None of the directors of the company is concerned or interested in the resolution except members/directors of the company.

ITEM No. 7

Explanatory Statement in respect of above Item is annexed hereto:

As the Members are aware that the Board of Directors of the Company has decided to expand its business activity. There will be requirement of additional funds in future and for that board has decided to increase its existing authorized capital limit.

The Authorised Capital of the Company is **Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares** of Rs. 10/- (Rupees Ten) each in clause V of the Memorandum of Association of the company. The Board of Directors of the Company has decided to propose increase of authorised share capital. The Authorised Capital of the Company has been proposed to increase from **Rs. 30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares** of Rs. 10/- (Rupees Ten) each to **Rs. 50,00,00,000/- (Rupees Fifty Crore) divided into 5,00,00,000 (Five Crore) Equity Shares** of Rs. 10/- (Rupees Ten) each by the increase of **Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) Equity Shares** of Rs. 10/- (Rupees Ten) each ranking pari passu for dividend and in all other respects pari passu with the existing equity shares of the company.

Proposed increase of authorised capital requires consent of the members of the company. The consent of the members of the company is required to obtain as per provision of the Companies Act, 2013. Therefore, matter is presented before members of the company for consent. The Directors trust that this will have the members support and approval.

The draft copy of the Memorandum and Articles of Association of the Company is available for inspection at the registered office of the company on any working days during business hours.

The Board recommends the adoption of the resolution. None of the directors of the company is concerned or interested in the resolution except members/directors of the company.

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ATTENDANCE SLIP

(To be presented at the entrance)

**ANNUAL GENERAL MEETING ON MONDAY, 22ND DECEMBER, 2025
AT HOTEL THE PANACHE, WEST OF RAM GULAM CHOWK,
SOUTH GANDHI MAIDAN, PATNA – 800001, BIHAR**

Member (s) or his/her/their proxy(ies) are request to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

Folio No.:

Name of the Member: **Signature:**

Name of the Proxy holder: **Signature:**

I/ We hereby record my/ our presence at the Annual General Meeting of the Company held on Monday, 22nd December, 2025 at Hotel The Panache, West of Ram Gulam Chowk, South Gandhi Maidan, Patna – 800001, Bihar at 02:00 P.M.

Note:

1. Only Member/ Proxy holder can attend the Meeting.
2. Member/ Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Form No. MGT-11

Proxy Form

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

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CIN: U45204BR2011PLC017932;

Mail ID: investor@deltagalaxy.com

Contact No.: +91 92668-04144

Name of the Member(s):	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	

I / We, being the member(s) of _____ shares of **Delta Galaxy Engineering Services Limited**, hereby appoint:

1. Name: _____ Email Id: _____

Address: _____

Signature: _____

or failing him / her

2. Name: _____ Email Id: _____

Address: _____

Signature: _____

or failing him / her

3. Name: _____ Email Id: _____

Address: _____

Signature: _____

as my / our Proxy to attend and vote for me / us and on my / our behalf at the 14th Annual General Meeting of the Company, to be held on Monday 22nd December, 2025 at 02:00 P.M. at Hotel The Panache, West of Ram Gulam Chowk, South Gandhi Maidan, Patna – 800001, Bihar and at adjournment thereof in respect of such Resolution as mentioned overleaf:

Resolution Number	Resolution	Vote For	Against
ORDINARY BUSINESS:			
1	Adoption of the annual audited Financial Statement and Reports thereon		
2	Appointment of the Statutory Auditors		
3	Appointment of Mr. Amit Kumar as Director in Place of retiring by rotation		
4	Appointment of Mr. Shashank Singh Director in Place of retiring by rotation		
5	Appointment of Mr. Rohitash Singh Director in Place of retiring by rotation		
SPECIAL BUSINESS:			
6	Regularization of Mr. Subhendu Rajan Shukla as a Director		
7	Increase in Authorize Share Capital		

Signed this _____ day of _____, 2025

Signature of Shareholder: _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office at 152, Patliputra Colony, Near Toyota Showroom, Patliputra, Patna, Phulwari, Bihar, India, 800013, not less than 48 hours before the scheduled time of the meeting.
2. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as a Proxy and such person cannot act as a Proxy for any other Member.
3. Please put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.