NOTICE OF 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the **15th Annual General Meeting** of the members of **Destiny Logistics & Infra Limited** will be held on **Wednesday, 30th September 2026 at 3:00 P.M** through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') which shall be deemed to be held at the Registered Office of the Company to seek the consent of the shareholders of the Company ("Members"), on the agenda herein below through remote voting and venue voting ("E-voting"):

ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2026 together with the reports of the board of directors and auditors**

   To pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statements of the Company comprising of the balance sheet as at 31st March 2026, the statement of profit and loss, cash flow statement and statement of equity, for the financial year ended on that date, together with the notes thereto, report of the board of directors ("Board") and auditors' report thereon along with annexures, as circulated to the members and laid before the meeting, be and are hereby considered and adopted."

2. **To re-appoint Mr. Jugal Kishore Bhagat (DIN: 02218545), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.**

   To pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), Mr. Jugal Kishore Bhagat (DIN: 02218545), Non-Executive Director of the Company, who retires by rotation at this Annual General Meeting and being eligible for such re-appointment, be and is hereby re-appointed as Director, liable to retire by rotation."

3. **To approve the appointment of statutory auditors of the Company**

   To pass the following Resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 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 thereof for the time being in force), M/s. S.K. Basu & Co., (Firm Registration No. 301026E), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold office for a term of five (5) years for the financial year 2026-27 to financial year 2030-31 and to hold office till the conclusion of the 20th Annual General Meeting to be held for the financial year 2030-31, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes as may be mutually agreed upon between the Board of Directors or Committee or Management of the Company and the Statutory Auditors."

SPECIAL BUSINESS:

4. **Regularisation of Mr. Santanu Kumar Rai, additional independent director as an Independent director of the Company**

To pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Articles of Association of the Company, Mr. Santanu Kumar Rai (DIN: 10160592), who was appointed as an Additional Director (Independent) of the Company with effect from 9th June 2026 and who meets the criteria for independence as provided under Section 149(6) of the Act and has submitted the requisite declaration under Section 149(7) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from 9th June 2026 up to 8th June 2031.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution**."**

5. **To consider and approve grant of loan/ give guarantee /provide security under Section 185 of the Companies Act, 2013**

To pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 185(2) and other and applicable provisions of the Companies Act, 2013, approval of the members be and is hereby accorded to the Board of Directors (or any Committee thereof) of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt to, and/ or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Dynamic Services & Security Limited, Mehai Technology Limited, The Bharat Battery

Manufacturing Company Private Limited or such other corporate as may be decided by Board notwithstanding that such loan would amount to loan to director for their principal business activity as per Section 185(2) up to an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) for each of the entities as may be approved by Board / Committee in its absolute discretion as same may be deemed beneficial and in the best interest of the Company as may be decided by Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

6. To consider and approve loan and investment under Section 186 of the Companies Act, 2013

To pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 186 of the Companies Act, 2013, read with Rule 11 of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and the Rules framed thereunder, if any, of the Companies Act, 2013, the consent of members be and is hereby accorded to:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate;

as it may consider necessary by the Board of Directors (or any Committee thereof) of the Company and in the interest of the Company, subject to the aggregate amount of the loans and investments so far made for which guarantees or securities provided to any Bank and/or other Financial Institution and/ or any lender and/or any body corporate/ entity or any other person, in respect of or against any loans or to secure any financial arrangement of any nature by Dynamic Services & Security Limited, Mehai Technology Limited, The Bharat Battery Manufacturing Company Private Limited, and any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary (ies) of the Company, whether existing or proposed to be incorporated, along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time upto Rs. 50 Crores (Rupees Fifty Crores Only) for each entity and aggregating to Rs. 200 Crores (Rupees Two Hundred Crores Only) over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, things and matters as it may in its absolute discretion deem necessary, proper, or desirable and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

By the order of the Board of Directors
For Destiny Logistics & Infra Limited
Sd/-
Rinky Shaw
Company Secretary & Compliance Officer

Date: 8th September 2026
Place: Kolkata

NOTES:

1. Pursuant to previous General Circulars & latest being dated 22.09.2025 issued by Ministry of Corporate Affairs ("MCA") and extant Circular issued by the Securities and Exchange Board of India ("SEBI") hereinafter collectively referred to as "the Circulars", companies are allowed to hold AGM through VC/OAVM, 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/OAVM. The proceedings of the 15th AGM shall be deemed to be conducted at the Registered Office of the Company at 375, Dakshindari Road, Parganas North, Kolkata, West Bengal, India, 700048.

2. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

3. The Register of Directors and their shareholding, maintained u/s. 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members of the Company at Registered office of the Company.

4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. Venue voting may be as allowed by Chairman of the meeting.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

7. The remote e-voting facility will be available during the following period:

Commencement of e-voting	Sunday, 27th September 2026 (from 9:00 A.M. IST)
End of e-voting	Tuesday, 29th September 2026 (up to 5:00 P.M. IST)

8. The Book Closure period shall be from Thursday, 24th September 2026 to Wednesday, 30th September 2026 (both days inclusive).

9. In terms of Section 102(3) of the Companies Act, 2013, relevant documents, contract and agreements in relation to the all the resolutions as set out in this notice are available for inspection by the members at the registered office of the Company between 10:00 A.M. and 5:00 P.M on all working days between Monday and Friday of every week upto the date of AGM.

10. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.destinyinfra.in. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. https://www.evotingindia.com/.

12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

13. All documents referred to in the accompanying Notice shall be open for inspection by the Members by writing an e-mail to the Company at cs@destinyinfra.in.

14. The Company is sending this Notice to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from the Depositories and the Company's Registrars and Transfer Agent ('RTA') as on Friday, 28th August 2026 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Wednesday, 23rd September 2026.

15. Members whose e-mail addresses are registered with the Company / RTA / Depositories will receive the notice of Annual General Meeting in electronic form.

16. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes by remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.

17. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM through VC / OAVM. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to Email at cs@destinyinfra.in, a certified copy of the Board Resolution / authorization letter authorizing their representative to attend and vote on their behalf at AGM through E-voting.

18. The attendance of the Members attending the Annual General Meeting through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

19. The Board of Directors have appointed Mr. Gouri Shanker Mishra, Practicing Company Secretary (M. No.: FCS 6906; CP No.: 13581) whose email id is gsmishra.1977@gmail.com as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The Scrutinizer will submit the consolidated report to the Chairperson, or any other person authorised by her, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Chairperson or any other person authorized by him, on or before Friday, 2nd October 2026. The Scrutinizer's decision on the validity of votes cast will be final.

21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.destinyinfra.in and on the website of CDSL viz. www.cdslindia.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchange, where the equity shares of the Company are listed viz. National Stock Exchange of India Limited and be made available on their website viz. www.nseindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Sunday, 27th September 2026 at 9:00 A.M. and ends on Tuesday, 29th September 2026 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 23rd September 2026. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote in the meeting or at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of 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 is 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.

	Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

(DP)	

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@destinyinfra.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 working days prior to meeting** mentioning their name, demat account number / folio number, email id, mobile number at cs@destinyinfra.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 working days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@destinyinfra.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@destinyinfra.in**/** cameo@cameoindia.com.

2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your**

respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e- Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

Item No. 3

To approve the appointment of statutory auditors

The Company being a listed entity is covered under the rotation of director under Section 139(2) of Companies Act, 2013 read with Rule 5 of Companies (Audit and Auditors) Rule, 2014. The term of M/s. Bijan Ghosh & Associates, Chartered Accountants (Firm Registration No.323214E) is upto Financial Year 2025-26 and he holds office up to the conclusion of this Annual General Meeting of the Company and Company need to appoint other auditor due to completion of one term of five year as per restriction under Section 139(2) of Companies Act, 2013.

Audit Committee has reviewed certain profile and recommended appointment of M/s. S.K. Basu & Co., (Firm Registration No. 301026E), Chartered Accountants as the Statutory Auditors of the Company for a term of five (5) years for the financial year 2026-27 to financial year 2030-31 and to hold office till the conclusion of the 20th Annual General Meeting to be held for the financial year 2030-31, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes as may be mutually agreed upon between the Board of Directors or Committee or Management of the Company and the Statutory Auditors.

Based on the recommendation of Audit Committee, Board of Directors recommends appointment of M/s. S.K. Basu & Co., (Firm Registration No. 301026E), Chartered Accountants as the Statutory Auditors of the Company for a period of five years consecutive years and to hold office till the conclusion of the 20th Annual General Meeting to be held for the financial year 2030-31.

M/s. S.K. Basu & Co. has submitted declaration that they are eligible for the appointment and are not disqualified under the Companies Act, 2013, the Chartered Accountants Act, 1949 and the rule, regulations or any notifications made thereunder. Further, they have submitted declaration that the proposed appointment would be within the limits laid down under the Companies Act, 2013.

Your Board recommend the resolution as an set out at item no. 3 as a ordinary resolution.

None of the directors or other key managerial personnel of the Company including their relatives are, in any way, concerned or interested in the Resolution.

Item No. 4

Regularisation of director Mr. Santanu Kumar Rai, as an Independent director of the Company

The Board of Directors at their meeting held on 9th June 2026 had, based on the recommendations of the Nomination and Remuneration Committee (NRC) appointed Mr. Santanu Kumar Rai (DIN: 10160592) as an Independent Director in terms of the applicable provisions of the Companies Act, 2013 ('Act') and SEBI (LODR) for a period of five consecutive years effective from 9th June 2026.

Mr. Santanu Kumar Rai joined the Board as an additional director on 9th June 2026 for designation of Independent director. He is having experience of more than 3 (three) years in the operations and administration related matters.

While considering his candidature for recommendation, the NRC has evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of his role and capabilities.

Considering his knowledge, experience and fulfilment of various criteria for appointment as Independent Director as specified in the Companies Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommend approving the appointment of Mr. Santanu Kumar Rai as an Independent Director.

Mr. Santanu Kumar Rai is not disqualified from being appointed as a Director in terms of Section 164 of the Act, or debarred from holding office of a director pursuant to any SEBI

Order. He has given his consent to act as director. Mr. Santanu Kumar Rai will be eligible for sitting fees, if any, as payable to other Independent Directors as per the policy of the Company.

Other information relating to his appointment in accordance with Secretarial Standard – SS-2 and 36(3) of SEBI LODR is annexed to the Notice.

The Board recommends passing the resolution as set out at item no. 4 as a special resolution.

None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except Mr. Santanu Kumar Rai, are concerned or interested (financially or otherwise) in this Resolution.

ITEM NO. 5

To consider and approve grant of loan/ give guarantee /provide security under Section 185 of the Companies Act, 2013

Pursuant to Section 185 and applicable provisions of the Companies Act, 2013, Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by other company/ body corporate which may amount to loan to director. The directors of the company are also directors in Dynamic Services & Security Limited, Mehai Technology Limited, The Bharat Battery Manufacturing Company Private Limited or such other corporate as may be decided by Board or any entity in which promoters are related thereto.

The Company holds the shares in Dynamic Services & Security Limited and is treated as promoter and at times may be required to extend the request from bank, financial institution or other parties. Dynamic Services & Security Limited hold shares in Mehai Technology Limited, The Bharat Battery Manufacturing Company Private Limited and is promoter to such company and hence Company may be required to extend the request from bank. Hence the present authorization is being obtained.

Mrs. Rekha Bhagat, Managing Director and Mr. Jugal Kishore Bhagat, Director, being the promoter of the Company holds shares in the above-mentioned Companies. These would make the extension of loan to these Company as loan to directors as per Section 185 of the Companies Act, 2013.

Section 185(2) of the Companies Act, 2013, permit the Company to grant loan or make advance including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by other company from time to time notwithstanding that such loan would amount to loan to director, if such loan is provided for their business purpose of the company after passing a special resolution in the general meeting. The approval sight is up to an aggregate amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) for each of the entities.

Since these companies may from time to time require the fund and our company may be required to grant loan or make advance including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan by them.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company in compliance to the provision of the Act.

Your Board recommend the passing of this resolution as a Special Resolution.

Mrs. Rekha Bhagat, Managing Director and Mr. Jugal Kishore Bhagat, Director, being the promoter of the Company may be deemed to be interested in the resolution being directors in other Company. None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

To consider and approve loan and investment under Section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

The Company holds the shares in Dynamic Services & Security Limited and is treated as promoter and at times may be required to extend the request from bank, financial institution or other parties. Dynamic Services & Security Limited hold shares in Mehai Technology

Limited, The Bharat Battery Manufacturing Company Private Limited and is promoter to such company and hence Company may be required to extend the request from bank. Hence the present authorization is being obtained.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, such that the amount shall not exceed at any point of time Rs. 50 Crores (Rupees Fifty Crores Only) for each of the entity and all such amounts together shall not exceed Rs. 200 Crores (Rupees Two Hundred Crores) over and above the limit of 60% of the paid- up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account as proposed in the Notice.

Your Board recommend the passing of this resolution as a Special Resolution.

Mrs. Rekha Bhagat, Managing Director and Mr. Jugal Kishore Bhagat, Director, being the promoter of the Company may be deemed to be interested in the resolution being directors in Company as well as subsidiaries. None of the other Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

By the order of the Board of Directors
For Destiny Logistics & Infra Limited

Sd/-
Rinky Shaw
Company Secretary &Compliance Officer

Date: 8th September 2026
Place: Kolkata

Annexure to Notice

The disclosures including brief resume and other details prescribed under the provisions of the Secretarial Standard-2 on General Meetings Issued by the Institute of Company Secretaries of India and LODR Regulations, 2015 is as follows:

Name of Director	**Mr. Jugal Kishore Bhagat**	**Mr. Santanu Kumar Rai**
Director Identification Number	02218545	10160592
Designation	Non-Executive director	Independent Director (Proposed)
Age	50 years	29 years
Nationality	Indian	Indian
Date of Last Appointment	27th September 2024	9th June 2026
Qualification	Bachelor's Degree in Commerce	Graduated
Terms and Conditions of appointment / reappointment including remuneration, if any	Re-appointment of director retiring by rotation at this AGM	Appointment as a Independent Director for a term of 5 years with effect from 9th June 2026
Brief resume including experience, expertise in specific functional areas	Mr. Jugal Kishore Bhagat holds a Bachelor's Degree and having around 27 years of experience in business and administration.	He is having experience of more than 3 (three) years in the operations and administration.
Number of Equity Shares held	As on the date of this report, he holds 1,20,32,273 shares in the company.	0
No. of Board meetings attended during the year	11	NA
Directorships held in other Companies	1. The Bharat Battery Manufacturing Company Private Limited 2. Everwhere Infraprojects Advisory Private Limited 3. Dynamic Solar Green Limited 4. Mehai Aqua Private Limited 5. Destiny Logistics & Infra Limited 6. Mehai Technology Limited 7. Icon Hotels Private Limited 8. Gourinandan Traders Private Limited 9. Kapileshwar dealmark private Limited	No
Name of Listed Companies in which he holds Directorship	1. Destiny Logistics & Infra Limited 2. Mehai Technology Limited	Nil
Relationships with other directors and KMPS	Mrs. Rekha Bhagat - Spouse	No relation