



NOTICE is hereby given that the 01/2026-27 Extra Ordinary General Meeting of the Members of CORE Energy Systems Limited (the 'Company') is scheduled to be held on Monday, 20<sup>th</sup> July 2026 at 10:00 A.M. through Video Conferencing or Other Audio-Visual Means (OAVM) at the Registered Office of Company situated at Plot-C-20 'G' Block, Near MCA, Bandra Kurla Complex Bandra East, Mumbai, Maharashtra, India, 400051 (deemed venue) to transact the business as given below in this notice.

## SPECIAL BUSINESS

1. To approve the amendment in ancillary object clause of the Memorandum of Association of the Company.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force, and subject to such other approvals, permissions, consents and sanctions as may be required from the Registrar of Companies or any other statutory or regulatory authority, consent of the shareholders of the company be and is hereby accorded to amend the Clause III(B) (Objects Incidental or Ancillary to the Attainment of the Main Objects) of the Memorandum of Association of the Company by inserting new Sub-Clauses 11 and 12 after the existing clause 10 and substituting and renumbering the existing sub-clause 11 as Sub-Clause 13, and renumbering the subsequent sub-clauses accordingly.

*Sub-Clause 11, 12 and 13 of Clause III(B) (objects incidental and ancillary to the attainment of the main objects) shall be read as under:*

11. To purchase, acquire, take on lease, exchange, license, hire, leave and license, rent, develop, or otherwise acquire any movable or immovable properties—including agricultural lands, non-agricultural lands, industrial lands, industrial plots, residential and commercial properties, buildings, factories, and workshops—and any rights, interests, easements, and benefits connected therewith, anywhere in the State of Maharashtra, India, or abroad. In particular, to acquire agricultural lands for bona fide industrial purposes and for the establishment, construction, expansion, and operation of factories, industrial units, and other facilities connected with the business of the Company, and to undertake development, conversion,

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**Overseas Office:** Western CORE Ltd., 26, Easington Drive, Lower Earley, RG6 3XN, Reading, U.K. , **Tel:** +44 7834082915

**Works:** Plot No. W-150, Phase II, MIDC, Sagaon, Dombivli (E), Thane 421 203, Maharashtra, India.



improvement, and utilization of such lands and properties as the Company may consider necessary, incidental, or conducive to the attainment of its objects.

12. To establish, operate, manage, expand, and carry on the business and activities of the Company by opening branches, offices, factories, agencies, and other establishments; appointing employees, representatives, agents, distributors, and contractors; and undertaking business operations anywhere in India, including the State of Maharashtra (India) and in foreign countries.

13. To assign, charge, hypothecate, improve, manage, develop, exchange, let on lease, license, mortgage, sell, dispose of, transfer, turn to account, grant rights and privileges in respect of, or otherwise deal with all or any part of the movable and immovable properties, assets, or rights, of the Company on such terms as the Company shall determine and to supply power, light & heat, and to lay out land for building purposes, and to sell the same and to build on, improve, let on building lease, advance money to persons for building or otherwise to develop the same.

**RESOLVED FURTHER THAT** any director and/or Company Secretary of the Company be and are hereby authorized to make, sign, execute and file all required necessary applications, forms, e-Forms with the Registrar of Companies, Mumbai, Maharashtra and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary is authorized to issue certified true copy of the aforesaid resolutions.”

## 2. To approve the amendment/variation in “CORE ESOP SCHEME-2023”

***To consider and if thought fit, to pass, with or without modification(s), 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 Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company and such other rules, regulations and guidelines if any of the various statutory/regulatory authority(ies) that are or may become applicable from time to time and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Applicable Laws”), and subject to any approval(s), Consent(s), Permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions, which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board", which term

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shall be deemed to include the Nomination & Remuneration Committee (NRC) or any other Committee of the Company constituted by the Board to exercise its powers including the powers conferred by this resolution), and as approved by the board and on recommendation of Nomination and Remuneration Committee, consent of the shareholders of the company be and is hereby accorded to the board to amend existing **Clause 5.2 and clause 19** of the **CORE ESOP SCHEME-2023** by inserting the following clause 5.2(x) after the existing clause 5.2(ix) & Clause 19.2 after the existing Clause 19 which will be renumbered as 19.1:-

**Clause no 5.2(x)-** *“The Nomination and Remuneration Committee shall have power to cancel, suspend, claw back or forfeit options in case of material breach of confidentiality, data security, intellectual property protection, national security protocols, non-disclosure obligations or any conduct prejudicial to the Company’s strategic interests.”*

**Clause no 19.2-** *“The Nomination and Remuneration Committee shall have power to cancel, suspend, claw back or forfeit options in case of material breach of confidentiality, data security, intellectual property protection, national security protocols, non-disclosure obligations or any conduct prejudicial to the Company’s strategic interests.”*

**RESOLVED FURTHER THAT** the Board (including any committee thereof), be and is hereby authorized to take all such steps and actions as may be deemed necessary, proper or expedient for giving effect to this resolution and to settle any question, difficulty or doubt that may arise in connection therewith.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to ESOP scheme.”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary is authorized to issue certified true copy of the aforesaid resolutions.”

### 3. To approve the amendment/variation in “CORE ESOP SCHEME-2024”.

**To consider and if thought fit, to pass, with or without modification(s), 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 Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification or re-enactment thereof, for

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the time being in force), the Memorandum of Association and Articles of Association of the Company and such other rules, regulations and guidelines if any of the various statutory/regulatory authority(ies) that are or may become applicable from time to time and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Applicable Laws”), and subject to any approval(s), Consent(s), Permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions, which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination & Remuneration Committee (NRC) or any other Committee of the Company constituted by the Board to exercise its powers including the powers conferred by this resolution) and as approved by the board and on recommendation of Nomination and Remuneration Committee, consent of the shareholders of the company be and is hereby accorded to the board to amend existing **Clause 5.2 and clause 20** of the **CORE ESOP SCHEME-2024** by inserting the following clause 5.2(x) after the existing clause 5.2(ix) & Clause 20.2 after the existing Clause 20 which will be renumbered as 20.1:-

**Clause no 5.2(x)-** *“The Nomination and Remuneration Committee shall have power to cancel, suspend, claw back or forfeit options in case of material breach of confidentiality, data security, intellectual property protection, national security protocols, non-disclosure obligations or any conduct prejudicial to the Company’s strategic interests.”*

**Clause no 20.2-** *“The Nomination and Remuneration Committee shall have power to cancel, suspend, claw back or forfeit options in case of material breach of confidentiality, data security, intellectual property protection, national security protocols, non-disclosure obligations or any conduct prejudicial to the Company’s strategic interests.”*

**RESOLVED FURTHER THAT** the Board (including any committee thereof), be and is hereby authorized to take all such steps and actions as may be necessary, proper or expedient for giving effect to this resolution and to settle any question, difficulty or doubt that may arise in connection therewith.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to ESOP scheme.”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary is authorized to issue certified true copy of the aforesaid resolutions.”

#### 4. To approve the amendment/variation in “CORE ESOP SCHEME-2025”

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**To consider and if thought fit, to pass, with or without modification(s), 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 Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company and such other rules, regulations and guidelines if any of the various statutory/regulatory authority(ies) that are or may become applicable from time to time and other prevailing statutory guidelines in that behalf (hereinafter together referred to as “the Applicable Laws”), and subject to any approval(s), Consent(s), Permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions, which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include the Nomination & Remuneration Committee (NRC) or any other Committee of the Company constituted by the Board to exercise its powers including the powers conferred by this resolution) and as approved by the board and on recommendation of Nomination and Remuneration Committee, consent of the shareholders of the company be and is hereby accorded to the board to amend existing **Clause 5.2 and clause 20** of the **CORE ESOP SCHEME-2025** by inserting the following clause 5.2(vii) after the existing clause 5.2(vi) & Clause 20.2 after the existing Clause 20 which will be renumber as 20.1:-

**Clause no 5.2(vii)-** *“The Nomination and Remuneration Committee shall have power to cancel, suspend, claw back or forfeit options in case of material breach of confidentiality, data security, intellectual property protection, national security protocols, non-disclosure obligations or any conduct prejudicial to the Company’s strategic interests.”*

**Clause no 20.2-** *“The Nomination and Remuneration Committee shall have power to cancel, suspend, claw back or forfeit options in case of material breach of confidentiality, data security, intellectual property protection, national security protocols, non-disclosure obligations or any conduct prejudicial to the Company’s strategic interests.”*

**RESOLVED FURTHER THAT** the Board (including any committee thereof), be and is hereby authorized to take all such steps and actions as may be necessary, proper or expedient for giving effect to this resolution and to settle any question, difficulty or doubt that may arise in connection therewith.

**RESOLVED FURTHER THAT** any of the Directors or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things as may be necessary or expedient including filing of necessary documents, intimations including e-

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forms with regulatory authorities and to settle any questions, difficulties or doubts that may arise in this regard at any stage in connection to ESOP scheme.”

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary is authorized to issue certified true copy of the aforesaid resolutions.”

**By order of Board of Directors of  
Core Energy Systems Limited**

S/d  
**Ayushi Sharma**  
Company Secretary  
M. No. A43869

**Date: 26.06.2026**  
**Place: Mumbai**

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## Notes-

1. As you are aware, after COVID-19 global pandemic, the general meetings of the companies were allowed to be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular No. 03/2022 dated 05th May 2022, Circular 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 09/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated 22nd September 2025 (collectively referred to as "MCA Circulars"). The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 05th May 2022, 28th December, 2022, 25th September, 2023, 19th September, 2024 and 22nd September 2025 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting 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 EGM will be provided by Purva.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and cast their votes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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 EGM. 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 EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://core.co.in/> The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. <https://evoting.purvashare.com>. In compliance with the aforementioned MCA circulars the notice of the 01/2026-27 Extra Ordinary General Meeting is being sent only through electronic

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mode to those members whose email address are registered with the company / Depository Participant.

7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business, is annexed hereto.
8. All the documents referred to in this Notice will also be available for inspection electronically without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an e-mail to [ayushisharma@core.co.in](mailto:ayushisharma@core.co.in) mentioning his / her / its folio number / DP ID and Client ID.
9. In pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/ Body Corporates members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. In this regard, the Institutional/Body Corporates members are requested to send a certified true copy of the Board resolution (PDF/JPG format) together with attested specimen signature of authorized representative to the designated e-mail address of the Company i.e. [ayushisharma@core.co.in](mailto:ayushisharma@core.co.in) and to the Scrutinizer at [shreyanscs@gmail.com](mailto:shreyanscs@gmail.com).
10. The Company has appointed M/s. Shreyans Jain & Company, Practicing Company Secretaries having Membership No. F8519 and Certificate of Practice No. 9801 as the Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the EGM in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding two working days from the conclusion of the e-voting period make a Scrutinizer's Report on the votes cast in favor or against, if any, and submit to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the voting. The results along with the report of the Scrutinizer shall be placed on the website of the Company viz. <https://core.co.in/>.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Thursday, 16<sup>th</sup> July 2026 at 09:00 AM and ends on Sunday, 19<sup>th</sup> July 2026 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 13<sup>th</sup> July 2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed/unlisted entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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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.

Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>

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Individual Shareholders holding securities in demat mode with NSDL	<p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 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 &amp; voting during the meeting.</p>
	<p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p>NSDL Mobile App is available on</p> <p> App Store     Google Play</p> <p>      </p>

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Energy Systems Limited  
U42201MH2004PLC146779

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	For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a> . 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 <b>company name or e-Voting service provider name</b> and you will be redirected to <b>e-Voting service provider website</b> 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 <b>Depository Participants</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.

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Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” 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) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsd.com](http://www.evoting.nsd.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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  <b>OR</b> 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 as mentioned in instruction (v).

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- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (ix) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) **Facility for Non- Individual Shareholders and Custodians - Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.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.
  - 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 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; [ayushisharma@core.co.in](mailto:ayushisharma@core.co.in) if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote 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 EGM.
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 at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [ayushisharma@core.co.in](mailto:ayushisharma@core.co.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [ayushisharma@core.co.in](mailto:ayushisharma@core.co.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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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## 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 **Company/RTA email id**.
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 EGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

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## Explanatory statement pursuant to provisions of Section 102 of the Companies Act, 2013

### **Item No. 01:**

For the expansion of the business of the Company and in line with the main objects of the Company and to provide greater operational flexibility in undertaking its business activities, it is proposed to amend the "Objects Incidental or Ancillary to the Attainment of the Main Objects" clause of the Memorandum of Association ("MOA") of the Company to expressly include the power to purchase, acquire, take on lease, exchange, license, hire, leave and license, rent, develop, or otherwise acquire any movable and immovable properties and to undertake activities incidental or ancillary thereto.

Accordingly, it is proposed to insert new Sub-Clauses 11 and 12 under Clause III(B) (Objects Incidental or Ancillary to the Attainment of the Main Objects) and to substitute and renumber the existing sub-clause 11 as Sub-Clause 13.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special resolution is required for proposed amendments in the Memorandum of Association of the Company.

The Board at its meeting held on 19<sup>th</sup> June 2026 has, subject to the approval of the members, approved the alteration of Memorandum of Association and recommends the same for approval by the members by way of a special resolution.

The Board of Directors of the Company recommends the passing of the resolution in Item No 01 of the notice as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding and directorship in the company.

### **Item No. 02, 03 and 04:**

The Company had previously implemented three Employee Stock Option Schemes, namely, CORE ESOP Scheme-2023, approved by the members at the 01/2023-24 Extraordinary General Meeting held on 30 May 2023, CORE ESOP Scheme-2024, approved at the 20th Annual General Meeting held on 30 September 2024 and subsequently amended at the 02/2024-25 Extraordinary General Meeting held on 18 March 2025, and CORE ESOP Scheme-2025, approved at the 02/2024-25

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Extraordinary General Meeting held on 18 March 2025 (collectively referred to as the “ESOP Schemes”).

Based on the approval of the Board of Directors (“Board”) and the recommendation of the Nomination and Remuneration Committee (“NRC”), and subject to the approval of the members, it is proposed to amend the respective ESOP Schemes by inserting specific provisions empowering the NRC to cancel, suspend, claw back or forfeit stock options in cases involving material breach of confidentiality obligations, data security requirements, intellectual property protection measures, national security protocols, non-disclosure obligations or any conduct prejudicial to the strategic interests of the Company.

The proposed amendments are intended to safeguard the Company's proprietary information, business interests, technological assets and strategic initiatives, while ensuring that the benefits under the ESOP Schemes remain aligned with the highest standards of integrity, compliance and responsible conduct expected from participants.

Pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any variation in the terms of an employee stock option scheme requires the approval of the members by way of a Special Resolution. Accordingly, the approval of the members is being sought for the proposed variations in the CORE ESOP Scheme-2023, CORE ESOP Scheme-2024 and CORE ESOP Scheme-2025 as set out in Item Nos. 2, 3 and 4 of the accompanying Notice.

**The disclosures pursuant to Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 are as under:**

### 1. Key Variations in the ESOP Schemes

The proposed variations involve the insertion of provisions empowering the NRC to cancel, suspend, claw back or forfeit stock options granted under the respective ESOP Schemes in cases of material breach of confidentiality, data security requirements, intellectual property protection obligations, national security protocols, non-disclosure obligations or any conduct prejudicial to the strategic interests of the Company.

The amendments proposed in the respective schemes are as follows:

- **CORE ESOP Scheme-2023:** Insertion of Clause 5.2(x) and Clause 19.2.
- **CORE ESOP Scheme-2024:** Insertion of Clause 5.2(x) and Clause 20.2.
- **CORE ESOP Scheme-2025:** Insertion of Clause 5.2(vii) and Clause 20.2.

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Except for the aforesaid variations, all other terms and conditions of the respective ESOP Schemes shall remain unchanged.

## 2. Rationale for the Variation of the ESOP Schemes

The proposed amendments are intended to strengthen the governance framework of the ESOP Schemes, protect the Company's confidential information, intellectual property, technological assets and strategic interests, and ensure that the benefits under the ESOP Schemes remain aligned with responsible conduct, compliance requirements and the long-term interests of the Company.

## 3. Details of Employees who are Beneficiaries of such Variation

All eligible employees and other participants to whom options have been granted and/or may be granted in future under the respective ESOP Schemes shall be beneficiaries of the proposed variation.

### Disclosures under Rule 12 of Companies (Share Capital & Debenture) Rules, 2014:

The Objective of the ESOP Schemes are to attract, retain and motivate talented and critical employees, encourage employees to align individual performance with the Company's objectives, to promote the best interests of the Company and its shareholders by encouraging Employees of the Company to acquire an ownership interest in the Company by purchase of Shares of the Company, thus identifying their interests with those of the shareholders of the Company.

	<b>CORE ESOP SCHEME-2023</b>	<b>CORE ESOP SCHEME-2024</b>	<b>CORE ESOP SCHEME-2025</b>
<b>The total number of stock options to be granted</b>	Total stock options upto 12,900 convertible into equal number of equity shares of the face value Rs. 10/- each fully paid-up subject to any corporate action.	Total stock options up to 15,480 convertible into equal number of equity shares of the face value Rs.10/- each fully paid-up subject to any corporate action.	Total stock options up to 5,160 convertible into equal number of equity shares of the face value Rs.10/- each fully paid-up subject to any corporate action.
<b>Identification of classes of employees entitled to participate in the Employees Stock Option Scheme</b>	As may be decided by the Board/ Committee from time to time, in accordance with the Scheme.		

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	CORE ESOP SCHEME-2023	CORE ESOP SCHEME-2024	CORE ESOP SCHEME-2025
<b>The appraisal process for determining the eligibility of employees to the Employees Stock Option Scheme</b>	Quantum of allocation will be based on specific criteria laid down including performance, merit, grade, conduct and length of service.		
<b>The requirements of vesting and period of vesting</b>	The exact period shall be determined by the Board/ Committee subject to minimum period of one year from the grant of options and vesting of options. Except in case of death and permanent incapacity, Option Grantee should continue to be in employment of the Company on the date Options granted are due to vest.		
<b>The maximum period within which the options shall be vested</b>	As may be determined by the Board/ Committee and as per CORE ESOP- 2023	As may be determined by the NR Committee and as per CORE ESOP- 2024	As may be determined by the NR Committee and as per CORE ESOP- 2025
<b>The exercise price or the formula for arriving at the same;</b>	Face value of equity share, or any other price as may be determined by the Board/Committee	As may be decided by the NR Committee from time to time, in accordance with the Scheme.	
<b>The exercise period and process of exercise</b>	As may be determined by the Board/Committee from time to time and as per Scheme.		
<b>The Lock-in period, if any</b>	As may be determined by the Board/Committee in accordance with the Scheme.		
<b>The maximum number of options to be granted per employee and in aggregate</b>	The maximum number of options to be granted to any eligible employee during any one year will be decided by the Board/Committee. The aggregate of all such options granted under CORE ESOP-2023 shall not exceed 12,900 options.	The maximum number of options to be granted to any eligible employee during any one year will be decided by the NR Committee. The aggregate of all such options granted under CORE ESOP-2024 shall not exceed 15,480 options.	The maximum number of options to be granted to any eligible employee during any one year will be decided by the NR Committee. The aggregate of all such options granted under CORE ESOP-2025 shall not exceed 5,160 options.

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	CORE ESOP SCHEME-2023	CORE ESOP SCHEME-2024	CORE ESOP SCHEME-2025
<b>The method which the company shall use to value its options</b>	The Company shall adopt the fair value method or any other method as per applicable Accounting Standards or prescribed under any other statutory provisions from time to time for valuation of options.		
<b>The conditions under which option vested in employees may lapse e.g. In case of termination of employment for misconduct;</b>	Vested Options shall lapse as mentioned in the CORE ESOP–2023.	Vested Options shall lapse as mentioned in the CORE ESOP– 2024.	Vested Options shall lapse as mentioned in the CORE ESOP–2025.
<b>The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee</b>	In the event of resignation all Vested Options shall be Exercised by the Eligible Employee within ten (10) days from the last date of employment in the Company. In the event of termination, the Vested Options which were not exercised at the time of such breach shall stand terminated with effect from the date of such breach	The options which have vested but not exercised shall lapse from the date of notice of resignation or proposed termination of employment.	
<b>A statement to the effect that the company shall comply with the applicable accounting standards</b>	The company will comply with the applicable accounting standards		

Non-promoter Directors (other than the Independent Directors) and other Key Managerial Personnel of the Company and its subsidiary(ies) are deemed to be concerned or interested, to

● NUCLEAR ● DEFENCE ● OIL AND GAS ● AEROSPACE ● INFRASTRUCTURE



Energy Systems Limited  
U42201MH2004PLC146779

**Registered Office:** WeWork Enam Sambhav, C - 20, G Block Road, G Block BKC, Bandra (E), Mumbai, Maharashtra 400051, India.

**Corporate Office:** Rupa Solitaire, Office Unit 1501, Atrium A, Sector No 1, Plot A1, Millennium Business Park, Mahape Navi Mumbai - 400 710, Maharashtra, India., **Tel:** +91-22-6985 3800, **Fax:** +91-22-6985 3886

**Overseas Office:** Western CORE Ltd., 26, Easington Drive, Lower Earley, RG6 3XN, Reading, U.K. , **Tel:** +44 7834082915

**Works:** Plot No. W-150, Phase II, MIDC, Sagaon, Dombivli (E), Thane 421 203, Maharashtra, India.



the extent of stock options granted/ to be granted pursuant to the ESOP Schemes and to the extent of their shareholding in the Company, if any.

The Board of Directors of the Company recommends the passing of the resolution in Item No 02, 03 and 04 of the notice as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding and directorship in the company.

**By order of Board of Directors of  
Core Energy Systems Limited**

**S/d  
Ayushi Sharma  
Company Secretary  
M. No. A43869**

**Date: 26.06.2026  
Place: Mumbai**

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