

NOTICE OF THE 8TH (EIGHTH) ANNUAL GENERAL MEETING

To:

The Members, Auditors and Directors of Aramco Asia India Private Limited

Notice is hereby given that the 8th (Eighth) Annual General Meeting of the Members of the Company will be held on Friday 27th September, 2024 at 12.30 PM at the registered office of the Company situated at Office 2A-0801, 8th Floor, Two Horizon Center, DLF 5, Sector 43, Gurgaon – 122002, Haryana, India to transact the following business:

ORDINARY BUSINESS:

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

- 1. To receive, consider and adopt the audited Financial Statements for the financial year ended on 31st March 2024 together with the report of the Board of Directors and of the Auditor's thereon**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended on 31st March 2024 together with the Board's reports and Auditor's report thereon, be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

- 2. To consider and appoint Mr. Saleh Yahya A Alzaid as a Director and as Chairman of the Company**

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 including applicable statutory modifications and amendments thereof and in accordance with the Articles of Association of the Company, the consent of members of the Company be and is hereby accorded for appointment of Mr. Saleh Yahya A Alzaid (DIN: 10715486) as a Director on the Board of Directors of the Company and designating him as Chairman of the Company with immediate effect.

RESOLVED FURTHER THAT the necessary consent in Form DIR-2 as per Section 152(5) of the Companies Act, 2013, declaration in Form DIR 8 as per Section 164(2) and disclosure of interest in Form MBP 1 as per Section 184(1) and relevant rules made thereunder, received from Mr. Saleh Yahya A Alzaid (DIN: 10715486) be and are hereby noted and taken on record.

RESOLVED FURTHER THAT all of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable in this regard and to sign and execute all necessary documents, applications and

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returns for the purpose of giving effect to this resolution along with filing of necessary e-form(s) with the Registrar of Companies and also file necessary intimations with the statutory authorities and such other places as may be required."

3. To alter the 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 as Special Resolution:

"RESOLVED AS SPECIAL RESOLUTION THAT pursuant to the provisions of Section 13 read with Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to alter Clause III i.e. Object Clause of the Memorandum of Association of the Company, by inserting the following sub-clause under Para - A of the Clause III, after the existing sub-clause 4:

5. To carry on the business of recruitment for deployment of Indian workers for overseas employment.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution."

**By order of the Board
For Aramco Asia India Private Limited**

Mr. Mohammed Suliman J ALHerbish
Managing Director
DIN: 09220989

**Address: 2A, 0801, 8th Floor, Golf Course Road, DLF Phase 5,
Two Horizon Center, Sector 43, Sikanderpur Ghosi(68),
Gurgaon, Haryana, India - 122002**

Date: 24 September 2024
Place: Gurugram, Haryana, India

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY STAMPED, COMPLETED AND SIGNED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED HEREWITH.** Proxies submitted on behalf of companies, societies, etc., must be supported by appropriate resolutions /authority as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case of a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The relevant Statutory Registers such as Register of Directors and Key Managerial Personnel and their shareholding and Register of Contracts in which Directors are interested and contracts and arrangements with related parties, Register of Members etc. of the Company along with all other documents referred herein in this Notice will be available for inspection by the members at the ensuing Annual General Meeting and such Registers or copies thereof will also be available for inspection in physical form on all working days except Saturdays, during business hours at the Registered Office, upto the date of ensuing Annual General Meeting of the Company.
4. Queries, if any, regarding annual accounts may please be sent to the Board of Directors at least one day before the date of Annual General Meeting so as to enable the Company to suitably reply back.
5. Route Map of the venue of the Annual General Meeting forms part of this notice.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.

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

ITEM NO. 02: TO CONSIDER AND APPOINT MR. SALEH YAHYA A ALZAID AS A DIRECTOR AND AS CHAIRMAN OF THE COMPANY

The Board of Directors of the Company had appointed Mr. Saleh Yahya A Alzaid as an Additional Director of the Company by passing circular resolution on 15 August 2024. As per the provisions of Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Saleh Yahya A Alzaid will hold office only up to the date of the ensuing Annual General Meeting of the Company.

Your Board considers that the association and continuation of Mr. Saleh Yahya A Alzaid would be of immense benefit to the Company and hence, it is desirable to continue and confirm the appointment of Mr. Saleh Yahya A Alzaid as a Director and as Chairman of the Company. Mr. Saleh Yahya A Alzaid has already provided duly signed Form DIR2, DIR 8 and MBP 1 as per the provisions of the Companies Act, 2013.

None of the Directors including Mr. Saleh Yahya A Alzaid hold by themselves or for any other person on a beneficial basis, any shares in the Company. Except Mr. Saleh Yahya A Alzaid, none of the Directors and their relatives is concerned or interested in the said resolution. We further wish to state that your Company has not employed any relative of the Director and accordingly, there is no monetary or other interest of the relative(s) of the Director with respect to passing the resolution relating to above said appointment of Mr. Saleh Yahya A Alzaid as a Director and Chairman of the Company.

Your Board is of the opinion that it will be in the best interest of the Company that Mr. Saleh Yahya A Alzaid continues to act as a Director and Chairman of the Company and accordingly recommends the passing of resolution under item No. 2 by the shareholders as an Ordinary Resolution.

The other details as required under Secretarial Standard-2 issued by ICSI is mentioned hereunder:

Sl. No.	Particulars	Details
1	Director Identification Number (DIN)	10715486
2	Name (in full)	Mr Saleh Yahya A Alzaid
3	Father's Name (in full)	Mr. Yahya Abdulkareem Alzaid
4	Permanent Address	Ekpa 8881, Building No. 8881, Jabal St, Secondary No. 2705, District Gharb Adh Dhahran, Saudi Arabia, 34462
5	Present Address	Ekpa 8881, Building No. 8881, Jabal St, Secondary No. 2705, District Gharb Adh Dhahran, Saudi Arabia, 34462
6	Shareholding in the Company	Not applicable
7	Qualification	Professional

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8	Experience	More than 25 Years
9	Occupation	Professional
10	Age	48 Years
11	Date of first appointment on the Board	15 August 2024
12	Terms and conditions of Appointment	Chairman and Non-Executive Director
13	Remuneration Last Drawn	Not Applicable
14	Relationship with KMP/ Directors/ Manager	Nil
15	Other Directorships	NA
16	Number of Board Meetings Attended during the Financial Year 2023-24	Not applicable, as Mr. Saleh Yahya A Alzaid was appointed through circular resolution passed on 15 August 2024
17	Chairman/ Member of Committee of the Board of other Companies in which he is director	NIL

ITEM NO. 03: TO ALTER THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to make the object clause of the Memorandum of Association more comprehensive and expand the business operations of the Company, it is proposed to include the above stated Clause III(A)(5) in the Object Clause of the Memorandum of Association ("MoA") of the Company.

The Board at its meeting held on 19th September 2024 has approved the alteration of the MoA of the Company and the Board is now seeking Member's approval for the same. The insertion of the new activity in Object Clause will require consequential amendment in the existing Clause III(A) of the MoA of the Company.

Pursuant to Section 13 the Companies Act, 2013, alteration of MoA of the Company requires approval of the members by way of passing a Special Resolution to that effect. Therefore, the Board recommends the proposed resolution set out at Item No.03 to be passed as a Special Resolution by the members of the Company at the ensuing Annual General meeting.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

By order of the Board
For Aramco Asia India Private Limited

Mr. Mohammed Suliman J ALHerbish
Managing Director
DIN: 09220989

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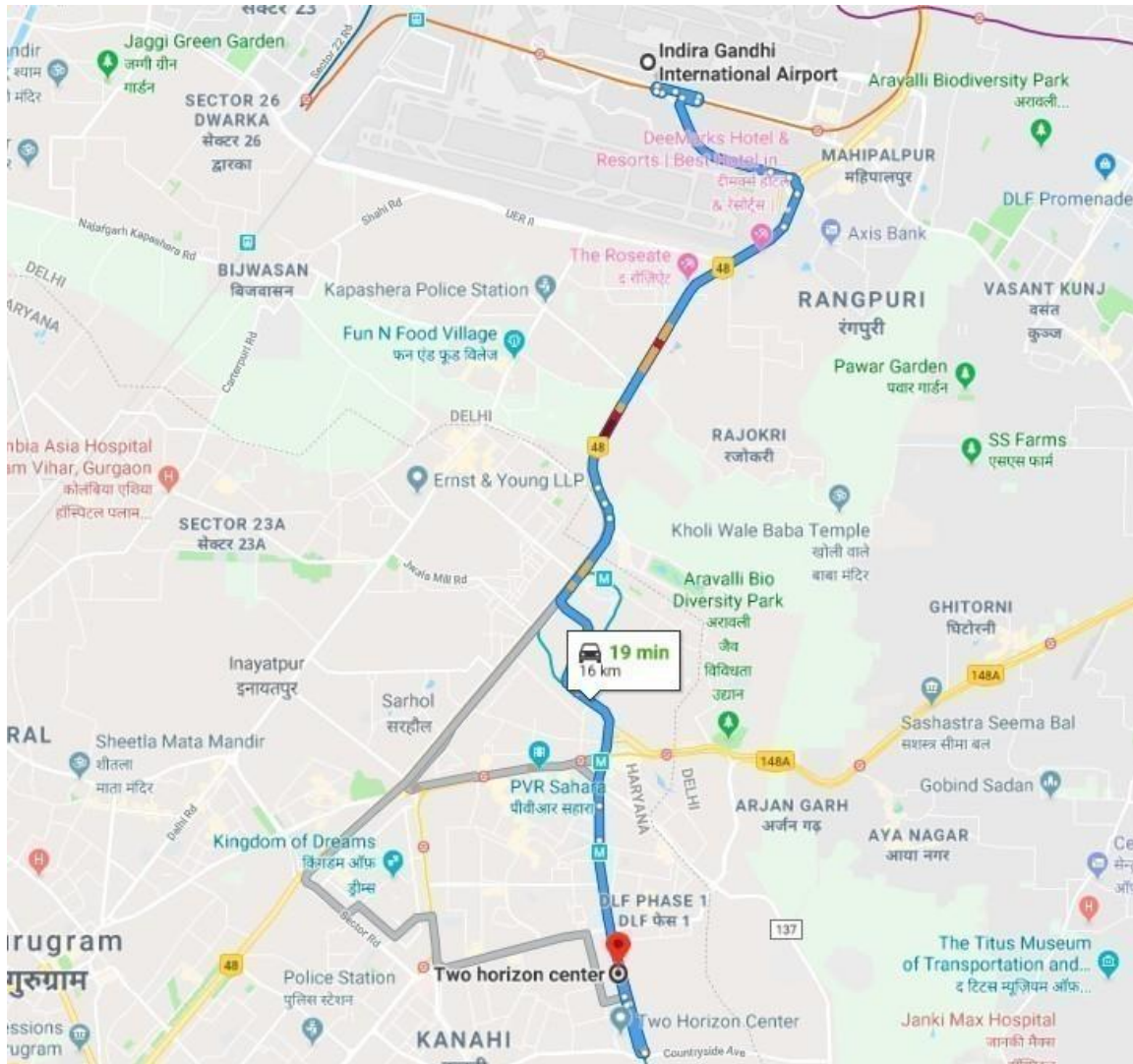
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ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



Web link to access the venue of the AGM:

<https://www.google.com/maps/dir/Indira+Gandhi+International+Airport,+New+Delhi,+Delhi+10037/Two+horizon+center,+Golf+Course+Road,+Sector+43,+Gurugram,+Haryana/@28.5030426,77.0532428,13z/am=t/data=!4m13!4m12!1m5!1m1!1s0x390d1b85fc2a2d89:0xbef376182c43ed9d!2m2!1d77.0999578!2d28.5561624!1m5!1m1!1s0x390d1952b9d2a25b:0x3170139799bbb295!2m2!1d77.0963554!2d28.4584288>

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ATTENDANCE SLIP

(To be handed over on the registration counter at the entrance of the meeting venue)

8th (Eighth Annual General Meeting – Friday, 27th September, 2024

Sl. No.	Particulars	Details
01	Full Name and Registered Address of the Member (In BLOCK LETTERS)	
02	Full name of the Proxy (In BLOCK LETTERS)	
03	Folio No. of the member	
04	No. of Equity Shares held	

I / ~~We~~, being the ~~Registered Shareholder~~ / ~~Proxy~~ authorised representative for the Registered Shareholder* of the Company, hereby record my ~~our~~ presence at the 8th (Eighth) Annual General Meeting of the Company held on Friday, 27th September at 12.30 PM IST at the registered office of the Company situated at Office 2A-0801, 8th Floor, Two Horizon Center, DLF 5, Sector 43, Gurgaon – 122002, Haryana, India or any adjournment(s) thereof.

Member's / Proxy's Authorised representative's Signature

* Strike off whichever is not relevant

Note 1: Members are requested to bring their copy of the Company's Financial Statements, Board's Report and Auditor's Report along with this attendance slip at the Annual General Meeting.

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Form No. MGT-11

Proxy form

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

CIN: U74900HR2016FTC058053
Name of the company: Aramco Asia India Private Limited
Registered office: Office 2A - 0801, 8th Floor Two Horizon Center, DLF 5, Sector 43
Gurgaon - 122002, Haryana, India

Name of the member(s):

Registered address:

E-mail Id:

Folio No./ Client Id:

DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th (Eighth) Annual General Meeting/ ~~Extraordinary general meeting~~ of the Company, to be held on Friday 27th September, 2024 at 12.30 PM IST at the registered office of the Company situated at Office 2A-0801, 8th Floor, Two Horizon Center, DLF 5, Sector 43, Gurgaon – 122002, Haryana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Resolutions	For	Against
Ordinary Business			
1.	To receive, consider and adopt the audited Financial Statements for the financial year ended on 31 March 2024 together with the report of the Board of Directors and of the Auditor's thereon		
Special Business			
2.	To consider and appoint Mr. Saleh Yahya A Alzaid as a Director and as Chairman of the Company		
3.	To alter the object clause of the Memorandum of Association of the Company		

Signed this day of 2024

Affix
Revenue
Stamp

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Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.