

TERRAFORM MAGNUM LIMITED

Corporate Identity Number: L65990MH1982PLC040684

Regd. Off.: Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar,
Off Eastern Express Highway, Sion (East), Mumbai 400 022. Tel: +91(22) 62704900.
Web: www.terraformmagnum.com E-mail: secretarial@terraformrealty.com

NOTICE

Notice is hereby given that the **43rd Annual General Meeting** of the Members of **TERRAFORM MAGNUM LIMITED** will be held on **Wednesday, 17th September, 2025 at 11:30 A.M.** at the Registered Office of the Company at Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar, Off Eastern Express Highway, Sion (East), Mumbai 400 022 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2025 including audited Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon.
2. To appoint a Director in place of **Ms. Bhavisha Dedhia** (DIN: 09471104), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To appoint **Mrs. Renuka Gautam** (DIN: 10749255) as Independent Director of the Company for a period of 5 (Five) consecutive financial years, from the conclusion of the 43rd Annual General Meeting of the Company until the conclusion of the 48th Annual General Meeting 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 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Board of Directors of the Company, **Mrs. Renuka Gautam** (DIN: 10749255) who was appointed by the Board of Directors as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 with effect from May 30th, 2025 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for

a term of five years starting from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 48th AGM of the Company to be held in the Year 2030;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mrs. Renuka Gautam (DIN: 10749255) as Independent Directors of the Company."

4. To appoint **Mr. Vineetkumar Mishra (DIN: 06789301)** as Independent Directors of the Company for a period of 5 (Five) consecutive financial years, from the conclusion of the 43rd Annual General Meeting of the Company until the conclusion of the 48th Annual General Meeting 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 149, 152, 160 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and based on the recommendation of the Board of Directors of the Company, Mr. Vineet Mishra (DIN: 06789301) who was appointed by the Board of Directors as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 with effect from May 30th, 2025 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years starting from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 48th AGM of the Company to be held in the Year 2030;

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient for appointment of Mr. Vineet Mishra (DIN: 06789301) as Independent Directors of the Company."

Place: Mumbai
Date: 25th August, 2025

By order of the Board of Directors
For **TERRAFORM MAGNUM LIMITED**



Ms. Surabhi Shewaramani
Company Secretary
Membership No. A73243



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/ HER AND THAT PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS NOTICE.**
2. Pursuant to the provision of section 105 of the Companies act, 2013, a person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share Capital of the Company carrying Voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. **The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 11, 2025 to Wednesday, September 17, 2025 (both days inclusive).**
5. As per the provision of the Companies Act, 2013, facility for making nomination is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
6. A brief resume of each of the Directors proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in the explanatory statement.
7. Section 20 of the Companies Act, 2013 permits service of documents on members by a Company through electronic mode. Hence, in accordance with the Companies Act, 2013 read with the Rules framed there under, the Annual Report 2024-25 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2024-25 are being sent by the permitted modes. Members may note that the Annual Report 2024-25 will also be available on the Company's website www.terraformmagnum.com and Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

8. Members holding shares in physical mode are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares for ease of portfolio management. Members may contact the Company or Satellite Corporate Services Private Limited (Share Transfer Agent) for assistance in this regard. **As per Notification notified by Securities Exchange Board of India (SEBI) on 8th June, 2018 vide Notification No. SEBI/LAD-NRO/ GN/ 2018/ 24 by issuing under SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (FOURTH AMENDMENT) REGULATIONS, 2018 that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In other words, there will not be any transfer of physical share from April 01, 2019 onwards. So, please note the same.**
9. To support the "Green Initiative". Members who have not registered their e-mail addresses are requested to register the same with Satellite Corporate Services Private Limited/ Depository Participant.
10. To prevent fraudulent transactions. Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
11. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the Meeting in order to keep the information required readily available at the Meeting.

12. UPDATION OF MEMBERS DETAILS:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Registrars and Transfer Agents to record additional details of Members, including their permanent Account Number details (PAN), E-mail address, Bank details for payment of dividend, if any etc. Further, the Securities and Exchange Board of India has mandated the submission of PAN by every participant in the securities market. Therefore, request to all members who hold the shares in Physical mode and still not provided their PAN details to the Company or Registrar and Transfer Agent please provide the same as soon as possible.

A form for capturing the above details is appended in the Annual Report 2024-25. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

13. PROCESS FOR MEMBERS OPTING FOR E-VOTING

VOTING THROUGH ELECTRONIC MEANS

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulations), the Company is pleased to provide members a facility to exercise their right to vote on resolutions proposed to be considered at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted

through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on Saturday, September 13, 2025 (10.00 a.m. IST) and ends on Tuesday, September 16, 2025 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialised Form, as on the cut-off date of Wednesday, September 10, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the members, the Member shall not be allowed to change the vote subsequently.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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.

Login method for Individual Shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to |

| | |
|--|---|
| | <p>NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>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</p> <p>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 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>1.Existing users who have opted for Easi / Easiest, they can login through their 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2.After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4.Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e., NSDL where the e-Voting is in progress.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

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., NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| 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.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 022-23058542-43 |

B. Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

| Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****; |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****; |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 135319 then user ID is 135319001*** |

4. Your User ID details are given below:

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN: 135319" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- 3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

14. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by email to scrutinizer@dholakia-associates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free No.1800-222-990 or send a request at evoting@nsdl.co.in.
4. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 10, 2025.
6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 10, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or service@satellitecorporate.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free No.: 1800-222-990.

7. The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
8. Mr. Nrupang B. Dholakia, of Dholakia & Associates LLP, Company Secretaries (Membership No. FCS 10032 and CP No. 12884), has been appointed as the Scrutinizer to

scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.

9. The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Two days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and Company's website i.e. www.terraformmagnum.com
12. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the register office of the Company during normal business hours (10.00 A.M. to 5.00 P.M.) on all working days (except Saturdays, Sundays and public holiday) up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF ORDINARY BUSINESS SET OUT IN THE NOTICE.

ITEM NO. 2:

Details of the Director seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per SS-2 and other applicable provisions are as under:

I. Name of Director: Ms. Bhavisha Dedhia (DIN: 09471104)

| | |
|---|---|
| Name of the Director | Ms. Bhavisha Dedhia |
| Date of Birth | 19/01/1985 |
| Qualification | M.B.A. |
| Experience in specific functional areas | Ms. Bhavisha Dedhia has done Masters in Human Resources and has over 17 years of wide experience in the field of Human Resources Management and Learning & Development. She started her career in 2006 and has worked in varied industries like Banking, IT, Chemicals and Real Estate. She has worked in companies like Microsoft Corporation, Deutsche Bank, TCRC Chemical Research Corporation and Ajmera Group. Bhavisha is a Dynamic Leader and heads the HR function as a strategic HR business partner at Terraform Realty. |
| Directorships in other Companies | Yes (as per the List attached below.) |
| List of Membership / Chairmanship of Committee of other Board | NA |
| Terms and conditions of Appointment or Re-appointment along with details of remuneration sought to be paid and remuneration last drawn | Terms of Re-Appointment: As per Nomination & Remuneration Policy of the Company Details of Remuneration: Not Applicable |
| No. of Shares held in the Company | - |
| Inter-se Relationship between Directors | - |
| Director Identification Number | 09471104 |

ANNEXURE 1:**DIRECTORSHIP IN OTHER COMPANIES/LLP****Name of Director: Bhavisha Dedhia****DIN: 09471104****DETAILS OF INTEREST IN COMPANIES:**

| Sr. No. | Names of the Companies | Nature of interest or concern | Shareholding (No. of Shares) | % of Holding | Date on which interest or concern arose |
|---------|--|-------------------------------|------------------------------|--------------|---|
| 1. | Terrafirm Softech Private Limited | Director | - | - | 20.12.2024 |
| 2. | Terraform Realstate Limited | Managing Director | - | - | 30.09.2022 |
| 3. | Terrafirm Nest Private Limited | Director | - | - | 20.12.2024 |
| 4. | Terraform Nest Private Limited | Director | - | - | 20.12.2024 |
| 5. | Terrafirm Construction Private Limited | Director | - | - | 20.12.2024 |
| 6. | Megaview Kutir Company Private Limited | Director | - | - | 28.09.2024 |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE.

ITEM NO. 3: To appoint Mrs. Renuka Gautam (DIN: 10749255) as Independent Director of the Company for a term of 5 years.

Based on the recommendation of the Board of Directors of the Company at its meeting held on August 25th, 2025 we are proposing to appoint Mrs. Renuka Gautam (DIN: 10749255) as an Independent Director for a term of 5 years subject to approval of the Members by way of Special Resolution..

Mrs. Renuka Gautam (DIN: 10749255) was appointed as an Additional Independent Director by the Board of Directors at its meeting dated 30th May, 2025 to hold office upto the term of next Annual General Meeting. The Company has received the consent and requisite declarations from them as per the provisions of the Act and SEBI Listing Regulations including the declaration that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mrs. Renuka Gautam (DIN: 10749255) have also confirmed that She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Mrs. Renuka Gautam (DIN: 10749255) is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA) and possess the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk Management, General Management, Corporate Governance and Compliance and their induction on Board of the Company will immensely benefit the Company and possesses the integrity, expertise, experience for appointment as an Independent Director and is a person of high integrity and repute.

Considering their expertise and knowledge, the Board considers that the appointment of Mrs. Renuka Gautam (DIN: 10749255) as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends their appointment as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. August 25, 2025 till the conclusion of 48th AGM to be held in the year 2030.

Accordingly, the Board recommends the resolution as set out at Item No. 3 of this 43rd AGM Notice for approval of the Members of the Company as a **Special Resolution**.

A brief profile and other details of Mrs. Renuka Gautam are annexed to this Notice.

Save and except Mrs. Renuka Gautam and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 4: To appoint Mr. Vineetkumar Mishra (DIN: 06789301) as Independent Director of the Company

Based on the recommendation of the Board of Directors of the Company at its meeting held on August 25th, 2025 we are proposing to appoint Mr. Vineetkumar Mishra (DIN: 06789301) as an Independent Director for a term of 5 years subject to approval of the Members by way of Special Resolution.

Mr. Vineetkumar Mishra (DIN: 06789301) was appointed as an Additional Independent Director by the Board of Directors at its meeting dated 30th May, 2025 to hold office upto the term of next Annual General Meeting. The Company has received the consent and requisite declarations from them as per the provisions of the Act and SEBI Listing Regulations including the declaration that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. Further, in terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Vineetkumar Mishra (DIN: 06789301) have also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Mr. Vineetkumar Mishra (DIN: 06789301) is also registered with the Independent Director's databank maintained by the Indian Institute of Corporate Affairs (IICA) and possess the required skills, knowledge, and experience as identified by the Board in the fields of Finance & Risk Management, General Management, Corporate Governance and Compliance and their induction on Board of the Company will immensely benefit the Company and possesses the integrity, expertise, experience for appointment as an Independent Director and is a person of high integrity and repute.

Considering their expertise and knowledge, the Board considers that the appointment of Mr. Vineetkumar Mishra (DIN: 06789301) as an Independent Director of the Company will be in the interest of the Company, and hence, it recommends their appointment as an Independent Director of the Company, not liable to retire by rotation, for a term commencing from the date of Board's approval i.e. August 25, 2025 till the conclusion of 48th AGM to be held in the year 2030.


Accordingly, the Board recommends the resolution as set out at Item No. 4 of this 43rd AGM Notice for approval of the Members of the Company as a **Special Resolution**.

A brief profile and other details of Mr. Vineetkumar Mishra are annexed to this Notice.

Save and except Mr. Vineetkumar Mishra and his relatives, none of the other Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Place: Mumbai
Date: 25th August, 2025

By order of the Board of Directors
For **TERRAFORM MAGNUM LIMITED**


Ms. Surabhi Shewaramani
Company Secretary
Membership No. A73243



Details of the Directors Seeking Appointment/Re-Appointment at

43RD ANNUAL GENERAL MEETING

(In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings)

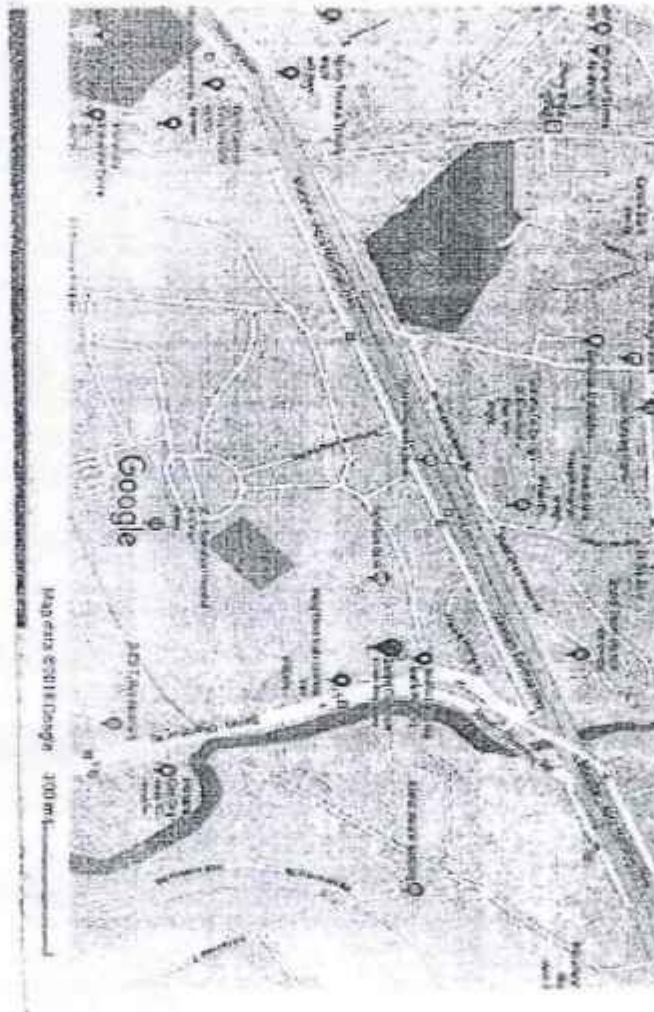
Brief Profile of Independent Directors:

| | | |
|---|--|--|
| Name | Mrs. Renuka Gautam | Mr. Vineetkumar Mishra |
| Brief Profile and Nature of his expertise (In case of Appointment) | Mrs. Renuka Shroff is an accomplished professional with a vast experience in Finance and Business Strategy Management. She has completed her education as bachelor's degree in commerce from SIES College of Commerce and Economics. She is also a CA Inter qualified Professional. She has held leadership positions in reputed organizations and plays a crucial role in ensuring corporate integrity and governance by way of her expertise in strategic planning, risk management, compliance, and corporate governance. | Mr. Vineetkumar Mishra is a Science Graduate with having more than 25 years of experience in the capacity of Operations Manager, Project Manager, Production Manager out of which the last 16 years running a Import Export & Trading firm with Freight Forwarding and clearing. He is a Certified Independent Director for Ministry of Corporate Affairs (MCA) Government of India. He has a good analytical & organizing skills, leadership qualities, good interpersonal & coordination skills. |
| Inter se relationship with other Directors, Manager and other Key Managerial Personnel of the Company | None | None |
| Name of listed entities from which the person has resigned in the past three years | None | None |
| Directorships held in other companies (excluding foreign companies) | 1. Iworx Systems India Pvt. Ltd. | 1. Quin Global India Adhesives Private Limited 2. Brooksbank Valves India Private Limited |

| | | |
|---|--|--|
| No. of shares held in the Listed Company either by self or as a beneficial owners | None | None |
| Committee position held in other companies (excluding foreign companies) | None | None |
| Skills and capabilities required for appointment as Independent Director | The company has received Declaration from Independent Director pursuant to Section 149 (7) of the Companies Act, 2013 and the skills and capabilities required for appointment as Independent Director have been fulfilled . | The company has received Declaration from Independent Director pursuant to Section 149 (7) of the Companies Act, 2013 and the skills and capabilities required for appointment as Independent Director have been fulfilled . |
| Affirmation that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority | To the best of our knowledge and information, we hereby affirm that Mrs. Renuka Shroff is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. | To the best of our knowledge and information, we hereby affirm that Mr. Vineet Mishra is not debarred from holding the office of director by virtue of any SEBI order or any other such authority. |

Route Map of the AGM Venue

Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar, Off
Eastern Express Highway, Sion (East),
Mumbai 400022.



UPDATION OF MEMBERS DETAILS:

To,

Satellite Corporate Services Private Limited/ Depository Participant

Updation of Shareholders Information

I/ we you to record the following information against my/ our Folio No/ DP ID

General Information

| |
|-------------------------|
| Folio No./ DP ID |
| Name of the Shareholder |
| PAN* |
| Tel No. With STD Code: |
| Mobile No. |
| E-mail id: |

*Self attested copy of the document(s) enclosed.

Bank Details:

| |
|----------------------|
| IFSC (11 digit) |
| MICR (9 digit) |
| Bank A/c Type: |
| Bank A/c No.:* |
| Name of the Bank |
| Bank Branch Address: |

*A blank cancelled cheque is enclosed to enable verification of bank details.

I/we hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information, I/We would not hold the Company /RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/we hold the securities under the above mentioned Folio No.

Place:

Date:

Signature of Share holder

Note: Shareholders holding shares in physical in physical mode and having Folio No(s) should provide the above information to our RTA, Satellite Corporate Services Private Limited. Shareholders holding Demat Shares are required to update their details with the Depository Participant.

ATTENDANCE SLIP
43rd ANNUAL GENERAL MEETING ON WEDNESDAY, SEPTEMBER 17th, 2025,
AT 11.30 A.M. (IST) AT REGISTERED OFFICE

Please fill Attendance Slip and handover it at Entrance of the Meeting Venue:

| | | | |
|-------------------------|--|----------------------|--|
| Name of Shareholder | | | |
| Name of the Proxyholder | | | |
| DP ID No. | | Client ID | |
| Folio No.* | | No. of Equity Shares | |

I hereby record my presence at the 43rd Annual General Meeting of the Members of the Company held on WEDNESDAY, SEPTEMBER 17th, 2025 at 11.30 A.M. IST at the Registered Office of the Company.

*Applicable for the investors holding shares in Physical Form

Login ID

Password.....

Signature of Shareholder/Proxy holder

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: L65990MH1982PLC040684

Name of the company: TERRAFORM MAGNUM LIMITED

**Registered office: Godrej Coliseum, A-Wing 1301, 13th Floor, behind Everard Nagar,
Off Eastern Express Highway, Sion (East), Mumbai 400 022.**

Name of the member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No./DP ID - Client ID No.: _____

I/We, being the members holding Equity shares of Terraform Magnum Limited, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

2. Name : _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

3. 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 43rd Annual general meeting of the company, to be held on the WEDNESDAY, SEPTEMBER 17th, 2025 at 11.30 a.m. at Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

**** I wish my above proxy to vote in the manner as indicated in the box below ***

| Resolution No. | Resolution | For | Against |
|---------------------------|---|-----|---------|
| Ordinary Business: | | | |
| 1. | To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2025 including audited Balance Sheet as at 31 st March, 2025 and the Statement of Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors' thereon. | | |
| 2. | To appoint a Director in place of Ms. Bhavisha Dedhia (DIN: 09471104), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment. | | |
| Special Business: | | | |
| 3. | To appoint Mrs. Renuka Gautam (DIN: 10749255) as Independent Directors of the Company for a period of 5 (Five) consecutive financial years, from the conclusion of the 43rd Annual General Meeting of the Company until the conclusion of the 48th Annual General Meeting of the Company. | | |
| 4. | To appoint Mr. Vineetkumar Mishra (DIN: 06789301) as Independent Director of the Company for a period of 5 (Five) consecutive financial years, from the conclusion of the 43rd Annual General Meeting of the Company until the conclusion of the 48th Annual General Meeting of the Company. | | |

Signed this _____ day of 2025

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp of
Re.1/-

Note:

1. 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.
2. This is will be entitled to vote in the manner as he/she thinks appropriate. only optional. Please put a tick in the appropriate column against the Resolutions indicated in the Box. If you leave 'for' or 'Against' column blank against any or all the Resolutions, your proxy