

Dated: 24th November 2025

To, BSE Limited Corporate Relations Department Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Security Code: 543327	To, National Stock Exchange of India Ltd. Corporate Relations Department Exchange Plaza, Block G,C/1, Bandra Kurla Complex, Bandra (E), Mumbai –400 051 Symbol: EXXARO
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Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the Postal Ballot Notice dated 18th November 2025, seeking approval of the Members of the Company, by means of Postal Ballot, only by way of remote e-voting process (“e-voting”) for the following items of special business:

- To Re-appointment of Mr. Mukeshkumar Babubhai Patel (DIN: 01944968) as Chairman and Managing Director of the Company.
- To Re-appointment of Mr. Kirankumar Bhikhalal Patel (DIN: 01918094) as Whole Time Director of the Company.
- To Re-appointment of Mr. Dineshkumar Ramanlal Patel (DIN: 01917917) as Whole Time Director of the Company.
- Appointment of Mr. Miten Majmundar (DIN: 11379191) as Independent Director of the Company.

In compliance with the various Circulars issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ Depositories’ records, as the case may be, as on the cut-off date Friday, 21st November, 2025 and whose email address is registered with the Company’s RTA/ Depository Participants (DP).

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility and the Electronic Voting Event Number (EVEN) is **137743**.

The Members whose names appear in the Register of Members/ Depositories’ records, as the case may be, as on the cut-off date Friday, 21st November, 2025, may cast their vote electronically. Members are requested to read the instructions in the Notes of the Postal Ballot Notice so as to cast their vote electronically.

EXXARO TILES LIMITED

Corporate Office: 1201, D-Block, Ganesh Glory11, Near BSNL Office, S.G Highway, Jagatpur, Ahmedabad - 382470 | 079 3500 5555.

REG. Office & Unit 2: Survey No. 169 & 170, Vavdi Harsol Road, at & Po.: Mahelav, Taluka: Talod, Sabarkantha - 383305, Gujarat, India.

Unit 1: Block No. 204/205, Opp. Hanuman Temple, Near Mahuvad Turning, At & Po. Dabhasa, Tal.Padara, Dist. Vadodara - 391440 Gujarat, India.

☎ www.exxarotiles.com ✉ info@exxarotiles.com 📞 +91 87585 72121 | CIN: L26914GJ2008PLC052518



The votes can be cast during the following voting period:

<i>Commencement of e-voting</i>	<i>09:00 Hrs. IST on Tuesday, November 25, 2025</i>
<i>End of e-voting</i>	<i>17:00 Hrs. IST on Wednesday, December 24, 2025</i>

The Postal Ballot Notice is also available on the Company's website www.exxarotiles.com and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

You are requested to take the same on records.

Thanking You

Yours Faithfully
For Exxaro Tiles Limited

Mr. Mukeshkumar B. Patel
Managing Director
DIN: 01944968

EXXARO TILES LIMITED

Corporate Office: 1201, D-Block, Ganesh Glory11, Near BSNL Office, S.G Highway, Jagatpur, Ahmedabad - 382470 | 079 3500 5555.

REG. Office & Unit 2: Survey No. 169 & 170, Vavdi Harsol Road, at & Po.: Mahelav, Taluka: Talod, Sabarkantha - 383305, Gujarat, India.

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EXXARO TILES LIMITED

CIN: L26914GJ2008PLC052518

Registered Office: Survey No. 169 & 170, Vavdi, Harsol Road

At & Po.: Mahelav, Ta.- Talod, Sabarkantha, Gujarat – 383305.

Website: <https://www.exxarotiles.com>, Email ID: cs@exxarotiles.com,

Tel: 079-3500 5555

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of the Company by means of Postal Ballot, only by way of remote e-voting process (“e-voting”) being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and all other relevant Circulars issued by the Ministry of Corporate Affairs from time to time (collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or reenactment(s) thereof for the time being in force).

The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed M/s. Vasant Patel & Associates, Practicing Company Secretaries (CP No. 3848), as the Scrutinizers for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company’s RTA/ Depository Participants (DP).

The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<i>Commencement of e-voting</i>	<i>09:00 Hrs. IST on Tuesday, November 25, 2025</i>
<i>End of e-voting</i>	<i>17:00 Hrs. IST on Wednesday, December 24, 2025</i>

The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. The last date of e- voting, i.e., December 24, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The results of e-voting will be declared on or before Friday, December 26, 2025, 17:00 Hrs. IST. The results declared along with the Scrutinizer’s Report, will be placed on the website of the Company www.exxarotiles.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com immediately after the

declaration of results by the Chairman or any person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed viz., BSE Limited and National Stock Exchange of India Limited. The results shall also be displayed on the notice board at the Registered Office of the Company.

Special Business:

1. To Re-appointment of Mr. Mukeshkumar Babubhai Patel (DIN: 01944968) as Chairman and Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Schedule V of the Act and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provisions of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Mukeshkumar Babubhai Patel (DIN: 01944968) as a Chairman and Managing Director of the Company, for a period of 5 (Five) years from 6th January, 2026 to 5th January, 2031, who is liable to retire by rotation, on the terms and conditions set out below:-

I. PERIOD: - From 6th January, 2026 to 5th January, 2031.

II. REMUNERATION: -

a) Salary:

Rs. 2,75,000/- (Rupees Two Lakhs Seventy-Five Thousand Only) per month with such increment in salary and perquisites as may be decided by the Board of Directors (which includes any committee thereof) from time to time subject to maximum salary of Rs. 10,00,000/- per month.

b) Perquisites:

Mr. Mukeshkumar Babubhai Patel, Chairman and Managing Director shall entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of gas, electricity, water, house maintenance expenses, servant(s), cook(s), security guard(s), etc. at his residence; leave travel concession for self and his family including dependents, children education allowance, club fees and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

"Family" covers the spouse, the dependent children, and dependent parents of Managing Director.

c) Other benefits:-

- (i) Contribution to provident fund or superannuation or annuity fund and gratuity as per the rules of the Company;
- (ii) Leave and encashment as per the rules of the Company;
- (iii) Facility of car with driver;
- (iv) Free telephone facility at residence including mobile phone and other suitable communication facilities;
- (v) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/ lodging, travel, etc., for self and family and attendant;
- (vi) Medical/personal accident/travel insurance, actual premium to be paid by the Company for self & family;
- (vii) Reimbursement of all actual cost, charges and expenses incurred in course of Company's business.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

d) Commission:

In addition to salary, benefits, perquisites and allowances, Chairman and Managing Director shall be entitled to receive commission not exceeding 2% of the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings laid down in section 197 read with section 198 of the Companies Act, 2013.

III. OVERALL REMUNERATION

The aggregate of the remuneration payable to Chairman and Managing Director by way of Salary and perquisites in any financial year shall be subject to the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In event of the company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Chairman and Managing Director, the remuneration by way of Salary and perquisites and other allowances as above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS

Mr. Mukeshkumar Babubhai Patel, Chairman and Managing Director of the Company shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the Company. Subject to superintendence, control and Directors of the Board of Directors, he shall carry out such duties and exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

VI. The re-appointment may be terminated by the Company or by Managing Director by giving one month prior notice in writing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-appointment and remuneration of Chairman and Managing Director from time to time as the Board may deem or fit or appropriate, provided that such alteration or variation shall not exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without seeking approval of the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

2. To Re-appointment of Mr. Kirankumar Bhikhalal Patel (DIN: 01918094) as Whole Time Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V of the Act and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provisions of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Kirankumar Bhikhalal Patel (DIN: 01918094), as a Whole-time Director of the Company, for a period of 5 (Five) years from 6th January, 2026 to 5th January, 2031, who is liable to retire by rotation, on the terms and conditions set out below:-

I. PERIOD: - From 6th January, 2026 to 5th January, 2031.

II. REMUNERATION: -

a) Salary:

Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month with such increment in salary and perquisites as may be decided by the Board of Directors (which includes any committee thereof) from time to time subject to maximum salary of Rs. Rs. 10,00,000/- per month.

b) Perquisites:

Mr. Kirankumar Bhikhalal Patel, Whole-time Director shall entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of gas, electricity, water, house maintenance expenses, servant(s), cook(s), security guard(s), etc. at his residence; leave travel concession for self and his family including dependents, children education allowance, club fees and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

“Family” covers the spouse, the dependent children, and dependent parents of Whole-time Director.

c) Other benefits:-

- (i) Contribution to provident fund or superannuation or annuity fund and gratuity as per the rules of the Company;
- (ii) Leave and encashment as per the rules of the Company;
- (iii) Facility of car with driver;
- (iv) Free telephone facility at residence including mobile phone and other suitable communication facilities;
- (v) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/ lodging, travel, etc., for self and family and attendant;
- (vi) Medical/personal accident/travel insurance, actual premium to be paid by the Company for self & family;
- (vii) Reimbursement of all actual cost, charges and expenses incurred in course of Company's business.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

d) Commission:

In addition to salary, benefits, perquisites and allowances, Whole-time Director shall entitle to received commission not exceeding 2% of the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings laid down in section 197 read with section 198 of the Companies Act, 2013.

III. OVERALL REMUNERATION

The aggregate of the remuneration payable to Whole-time Director by way of Salary and perquisites in any financial year shall be subject to the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In event of the Company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole-time Director, the remuneration by way of Salary and perquisites and other allowances as above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS

Mr. Kirankumar Bhikhalal Patel, Whole-time Director of the Company shall look after sales and marketing aspect of the Company. Subject to superintendence, control and Directors of the Board of Directors, he shall carry out such duties and exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

VI. The re-appointment may be terminated by the Company or by Whole-time Director by giving one month prior notice in writing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-appointment and remuneration of Whole-time Director from time to time as the Board may deem or fit or appropriate, provided that such alteration or variation shall not exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without seeking approval of the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

3. To Re-appointment of Mr. Dineshkumar Ramanlal Patel (DIN: 01917917) as Whole Time Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 2(94), 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with Schedule V of the Act and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), the relevant provisions of Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Dineshkumar Ramanlal Patel (DIN: 01917917), as a Whole-time Director of the Company, for a period of 5 (Five) years from 6th January, 2026 to 5th January, 2031, who is liable to retire by rotation, on the terms and conditions set out below:-

I. **PERIOD:** - From 6th January, 2026 to 5th January, 2031.

II. REMUNERATION: -

e) Salary:

Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month with such increment in salary and perquisites as may be decided by the Board of Directors (which includes any committee thereof) from time to time subject to maximum salary of Rs. Rs. 10,00,000/- per month.

f) Perquisites:

Mr. Dineshkumar Ramanlal Patel, Whole-time Director shall entitled to perquisites like rent free residential furnished or otherwise accommodation or house rent allowance in lieu thereof together with reimbursement of expenses for utilization of gas, electricity, water, house maintenance expenses, servant(s), cook(s), security guard(s), etc. at his residence; leave travel concession for self and his family including dependents, children education allowance, club fees and other payments in nature of benefits, perquisites and allowances as per rules of the Company subject to a ceiling of 10% of annual salary per annum.

"Family" covers the spouse, the dependent children, and dependent parents of Whole-time Director.

g) Other benefits:-

- (viii) Contribution to provident fund or superannuation or annuity fund and gratuity as per the rules of the Company;
- (ix) Leave and encashment as per the rules of the Company;
- (x) Facility of car with driver;
- (xi) Free telephone facility at residence including mobile phone and other suitable communication facilities;
- (xii) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/ lodging, travel, etc., for self and family and attendant;
- (xiii) Medical/personal accident/travel insurance, actual premium to be paid by the Company for self & family;
- (xiv) Reimbursement of all actual cost, charges and expenses incurred in course of Company's business.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

h) Commission:

In addition to salary, benefits, perquisites and allowances, Whole-time Director shall entitle to received commission not exceeding 2% of the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year subject to the overall ceilings laid down in section 197 read with section 198 of the Companies Act, 2013.

III. OVERALL REMUNERATION

The aggregate of the remuneration payable to Whole-time Director by way of Salary and perquisites in any financial year shall be subject to the limit prescribed under section 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 as amended from time to time.

IV. MINIMUM REMUNERATION

In event of the Company has no profit or its profits are inadequate in any financial year during the currency of tenure of service of Whole-time Director, the remuneration by way of Salary and perquisites and other allowances as above shall be paid to him as minimum remuneration subject to the limit as prescribed in section II of Part II of Schedule V of the Companies Act, 2013 or any statutory amendments, modifications or re-enactment thereof for the time being in force.

V. NATURE OF DUTIES & POWERS

Mr. Dineshkumar Ramanlal Patel, Whole-time Director of the Company shall look after production and operational aspects of the Company. Subject to superintendence, control and Directors of the Board of Directors, he shall carry out such duties and exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

VI. The re-appointment may be terminated by the Company or by Whole-time Director by giving one month prior notice in writing.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-appointment and remuneration of Whole-time Director from time to time as the Board may deem or fit or appropriate, provided that such alteration or variation shall not exceed the overall limits prescribed under Section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) without seeking approval of the Shareholders of the Company in the General Meeting.

RESOLVED FURTHER THAT for giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

4. Appointment of Mr. Miten Majmundar (DIN: 11379191) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions if any of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and relevant applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and also subject to the provisions of Articles of Association of the Company, **Mr. Miten Majmundar (DIN: 11379191)** who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors of the Company with effect from 18th November 2025 and whose appointment as a Non-Executive Independent Director is recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a member proposing his intention to propose his candidature for the office of Director pursuant to section 160 of the Companies, Act, 2013 and who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a period of five years with effect from 18th November 2025 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to give effect to the aforesaid resolution in the best interest of the Company.”

**On behalf of the Board of Directors,
EXXARO TILES LIMITED**

**Date: 18th November 2025
Place: Ahmedabad**

**Mr. Mukeshkumar B. Patel
Chairman & Managing Director
(DIN: 01944968)**

Notes:-

1. The statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed and forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ Depositories’ records, as the case may be, as on the cut-off date Friday, November 21, 2025 and whose email address is registered with the Company’s RTA/ Depository Participants (DP). In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The last date of e-voting, i.e., December 24, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Further, resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

4. The Postal Ballot Notice will also be available on the Company's website www.exxarotiles.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized mode with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical mode are requested to consider converting their holdings to dematerialized mode. Members can contact the Company or Company's Registrar and Transfer Agents (RTA), Bigshare Services Private Limited for assistance in this regard.
6. Members who have not yet registered/ updated their e-mail addresses are requested to register/ update the same with their Depository Participants (DP) in case the shares are held in demat mode and with Bigshare Services Private Limited, Company's RTA, in case the shares are held in physical mode. Members are requested to register/ update their e-mail addresses to enable the Company/ RTA to send communications through e-mail.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC etc.
8. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 prescriber under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. If a Member desires to cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. On request, the necessary forms can be obtained from the Company's RTA, Bigshare Services Private Limited. Members are requested to submit the said details to their DP in case the shares are held in demat mode and to Bigshare Services Private Limited in case the shares are held in physical mode.
9. Members are requested to send all communications relating to shares to the Company's Registrar and Transfer Agents (RTA) at the following address:

Bigshare Services Private Limited
A-802, Samudra Complex, off C G Road, Navrangpura,
Near Girish Cold Drinks, Ahmedabad 380009 Gujarat.
Phone: +91 (079) 49196459
E-mail: bssahd@bigshareonline.com
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically by the Members from the date of circulation of this Postal Ballot Notice up to the last date of e-voting. Members seeking to inspect such documents can send an email to cs@exxarotiles.com.
11. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, the MCA Circulars and Regulation 44 of SEBI Listing Regulations, the Company is providing the facility of e-voting to enable its Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice. The Company has engaged the services of National Securities Depositors Limited (NSDL) as the agency to provide e-voting facility.
12. The e-voting period commences from Tuesday, November 25, 2025 (09.00 Hrs. IST) and ends on Wednesday, December 24, 2025, (17.00 Hrs. IST). The e-voting module shall be disabled by NSDL for

voting thereafter. The Members whose names appear in the Register of Members/ Depositories' records, as the case may be, as on the cut-off date Friday, November 21, 2025, may cast their vote electronically.

Once the vote on the resolution is cast by the Member, he/ she shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date Friday, November 21, 2025. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

13. Process and manner of voting by electronic means

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 e-mail address 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	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the Beneficial Owner icon under Login which is available under IDeAS section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. Visit the e-Voting website of NSDL. Open web browser by typing the 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 with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see the e-Voting page. Click on **Company name** or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/ Members can also download NSDL Mobile App **NSDL Speede** facility by scanning the QR code mentioned below for seamless voting experience

NSDL Mobile App is available on



Individual
Shareholders holding
securities in demat
mode with CDSL

1. Users who have opted for CDSL **Easi/ Easiest** facility, can login through their existing username and password. Option will be made available to reach e-Voting page without any further authentication. The users to login **Easi/ Easiest** are requested to visit CDSL website www.cdslindia.com and click on login icon & **New System Myeasi** Tab and then user your existing **Myeasi** username and password.
2. After successful login the **Easi/ Easiest** user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for **Easi/ Easiest**, option to register is available at CDSL website www.cdslindia.com and click on login & **New System Myeasi** Tab and then click on registration option.

4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the **e-Voting option** where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use **Forget User ID/ Forget Password** option available at above mentioned 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 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode

How to Login to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the 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 e-Services i.e., **IDeAS**, you can login at <https://eservices.nsdl.com> with your existing **IDeAS** login. Once you login to NSDL e Services using your login credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.*

4. Your User ID details are given below:

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 your folio number is 001*** and EVEN is 101456 then your User ID is 101456001***.

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

- (a) If you are already registered for e-Voting, then you can use 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 e-mail address is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail address is not registered, please follow steps mentioned below in **process for those Shareholders whose e-mail addresses 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 **Forgot User Details/ Password?** (If you are holding shares in your demat account with NSDL or CDSL) option available on 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.
9. After you click on the **Login** button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

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 is in active status.
2. Select 'EVEN' of the Company for which you wish to cast your vote during the remote e-Voting period.
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.

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 authorize to vote, to the Scrutinizer by e-mail to ybpatelassociates@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.
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: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

Process for those Shareholders whose e-mail addresses are not registered with the depositories for procuring User ID and Password and registration of e-mail addresses for e-voting for the resolutions set out in this Postal Ballot Notice

1. In case shares are held in physical mode please provide 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 e-mail to Company's

RTA at bssahd@bigshareonline.com.

2. In case shares are held in demat mode, please provide DPID-CLID (NSDL – 16 digit DPID + CLID or CDSL – 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card), Aadhar (self-attested scanned copy of Aadhar Card) by e-mail to Company's RTA at bssahd@bigshareonline.com. If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** above i.e., **Login method for e-Voting for Individual Shareholders holding securities in demat mode.**
3. Alternatively, Shareholders/ Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

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

Item No.1:

The members of the Company at Extra Ordinary General meeting held on 18th January, 2021 had approved the appointment of Mr. Mukeshkumar Babubhai Patel (DIN: 01944968), as Chairman and Managing Director of the Company for a period of five year with effect from 6th January, 2021 and his present term, as Chairman and Managing Director of the Company is valid up to 5th January 2026.

As per proviso to Section 196(2) of the Act, no re-appointment of the Managing Director can be made earlier than one year before the expiry of his term.

Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board, at its meeting held on November, 18th, 2025, based on the recommendation of the NRC of the Company and subject to the approval of Members, approved the re-appointment of Mr. Mukeshkumar Babubhai Patel, as Chairman and Managing Director of the Company for a further period of five years with effect from 6th January, 2026 to 5th January, 2031 liable to determination for retirement by rotation on the remuneration and terms and conditions set out in the proposed resolution.

The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) can alter and vary the terms and conditions of re-appointment of and/or remuneration payable to Mr. Mukeshkumar Babubhai Patel, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

The above explanatory statement shall be treated and construed to be Memorandum setting the terms of re-appointment of Mr. Mukeshkumar Babubhai Patel as specified under section 190 of the Companies, Act, 2013.

A copy of documents referred in the resolution will be available for inspection by the Members at the Registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 1.00 p.m. up to the date of the general meeting.

In accordance with the provisions of Sections 196, 197, 198, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr. Mukeshkumar Babubhai Patel, require the approval of members by passing special resolution in general meeting. Therefore, the Board recommends the proposed resolution set out at Item No. 1 of the Notice for approval of the Members.

Justification for his appointment including details as prescribed under Secretarial Standards on General Meetings is annexed to the Notice by way of Annexure-I.

Except Mr. Mukeshkumar Babubhai Patel and his relatives, no other Directors, key managerial personnel or their relatives are concerned or interested in the proposed resolution set out at Item No. 1.

Item No.2

The members of the Company at Extra Ordinary General meeting held on 18th January, 2021 had approved the appointment of Mr. Kirankumar Bhikhalal Patel (DIN: 01918094), as a Whole-Time Director of the Company for a period of five year with effect from 6th January, 2021 and his present term, as Chairman and Managing Director of the Company is valid up to 5th January 2026.

As per proviso to Section 196(2) of the Act, no re-appointment of the Whole-Time Director can be made earlier than one year before the expiry of his term.

Mr. Kirankumar Bhikhalal Patel, is associated with the Company since long and having extensive industry experience and has played a vital role in driving the consistent growth of the company. Considering his extensive knowledge, business skills, managerial experience and capabilities, the Board, at its meeting held on November, 18th, 2025, based on the recommendation of the NRC of the Company and subject to the approval of Members, approved the re-appointment of Mr. Kirankumar Bhikhalal Patel, as a Whole-Time Director of the Company for a further period of five years with effect from 6th January, 2026 to 5th January, 2031 liable to determination for retirement by rotation on the remuneration and terms and conditions set out in the proposed resolution.

The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) can alter and vary the terms and conditions of re-appointment of and/or remuneration payable to Mr. Kirankumar Bhikhalal Patel, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

The above explanatory statement shall be treated and construed to be Memorandum setting the terms of re-appointment of Mr. Kirankumar Bhikhalal Patel, as specified under section 190 of the Companies, Act, 2013.

A copy of documents referred in the resolution will be available or for inspection by the Members at the Registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 1.00 p.m. up to the date of the general meeting.

In accordance with the provisions of Sections 2(94), 196, 197, 198, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr. Kirankumar Bhikhalal Patel, require the approval of members by passing special resolution in general meeting. Therefore, the Board recommends the proposed resolution set out at Item No.2 of the Notice for approval of the Members.

Justification for his appointment including details as prescribed under Secretarial Standards on General Meetings is annexed to the Notice by way of Annexure-II.

Except Mr. Kirankumar Bhikhalal Patel, and his relatives, no other Directors, key managerial personnel or their relatives are concerned or interested in the proposed resolution set out at Item No. 2.

Item No. 3

The members of the Company at Extra Ordinary General meeting held on 18th January, 2021 had approved the appointment of Mr. Dineshbhai Ramanlal Patel (DIN: 01917917), as a Whole-Time Director of the Company for a period of five year with effect from 6th January, 2021 and his present term, as a Whole-Time Director of the Company is valid up to 5th January 2026.

As per proviso to Section 196(2) of the Act, no re-appointment of the Whole-Time Director can be made earlier than one year before the expiry of his term.

Mr. Dineshkumar Ramanlal Patel, is associated with the Company since long and considering his vast experience, role and responsibilities, entrepreneurship skills and contribution in the performance of the Company. the Board, at its meeting held on November, 18th, 2025, based on the recommendation of the NRC of the Company and subject to the approval of Members, approved the re-appointment of Mr. Dineshbhai Ramanlal Patel, as a Whole-Time Director of the Company for a further period of five years with effect from 6th January, 2026 to 5th January, 2031 liable to determination for retirement by rotation on the remuneration and terms and conditions set out in the proposed resolution..

The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) can alter and vary the terms and conditions of re-appointment of and/or remuneration

payable to Mr. Dineshkumar Ramanlal Patel, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

The above explanatory statement shall be treated and construed to be Memorandum setting the terms of re-appointment of Mr. Dineshkumar Ramanlal Patel, as specified under section 190 of the Companies, Act, 2013.

A copy of documents referred in the resolution will be available or for inspection by the Members at the Registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 1.00 p.m. up to the date of the general meeting.

In accordance with the provisions of Sections 2(94), 196, 197, 198, 203 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-appointment and the terms of remuneration payable to Mr. Dineshkumar Ramanlal Patel, require the approval of members by passing special resolution in general meeting. Therefore, the Board recommends the proposed resolution set out at Item No. 3 of the Notice for approval of the Members.

Justification for his appointment including details as prescribed under Secretarial Standards on General Meetings is annexed to the Notice by way of Annexure-IV.

Except Mr. Dineshkumar Ramanlal Patel, and his relatives, no other Directors, key managerial personnel or their relatives are concerned or interested in the proposed resolution set out at Item No. 3.

Item No: 4

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. **Miten Majmundar (DIN: 11379191)** as a Non-Executive Independent Director of the Company with effect from 18th November 2025 under Section 161(1) read together with Sections 149, 150 and 152 of the Companies Act, 2013 (as amended) (the "Act") and Schedule IV thereto and Mr. Miten Majmundar, shall hold office up to the date of forthcoming General Meeting and is eligible to be appointed as Non-Executive Independent Director for a term up to 5 (five) consecutive years.

Mr. Miten Majmundar, a Chartered Accountant, having experience as Corporate Banker with over 18 years of leadership experience. He has been instrumental in setting up MSME and Corporate Banking Verticals of various reputed Banking and Non-Banking Financing Companies in Gujarat, MP and Rajasthan. He has won various prestigious awards during his banking career and has been instrumental in financing some of the major listed companies of today during the early stage of those corporates. At present he is consulting various reputed corporate houses for their regular Banking requirements. He is founder of Pro Assess Intelli, a consulting arm focusing on providing quality back-office support for banking and financing needs of corporates.

The Company has received a declaration of independence from Mr. Miten Majmundar and in the opinion of the Board, Mr. Miten Majmundar fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for being eligible for his appointment.

Mr. Miten Majmundar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 signifying Mr. Miten Majmundar candidature as an Independent Director of the Company along with requisite deposit

Mr. Miten Majmundar will be entitled to receive sitting fees for attending the meetings of the Board and its committee(s) thereof and/or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings, in line with the Nomination and Remuneration Policy of the Company.

Considering his knowledge and vast experience in the field of accounts & finance, amongst others, the Board of Directors is of the opinion that his association would be of immense benefit to the Company and it would be in the interest of the Company to appoint him as an Non-Executive Independent Director for a period of five consecutive years with effect from 18th November 2025 to 17th November 2030.

The other details of Mr. Miten Majmundar terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice.

The terms and conditions of his appointment shall be open for inspection by the members at the registered office of the Company on all working days except Saturday, Sunday and public holiday between 11.00 a.m. to 5.00 p.m. upto the date of the meeting.

Except Mr. Miten Majmundar and his relatives, 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 said resolution.

In compliance with the provisions of sections 149, 150, 152, and 160 read with Schedule IV to the Act, the approval of members is being sought for the appointment of Mr. Miten Majmundar, an a Non-Executive Independent Director of the Company. Accordingly the Board recommends the Special Resolution set out at Item No. 4 for the approval of Members.

Details of Directors seeking appointment / reappointment in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 AND SECRETARIAL STANDARDS – 2):

Annexure I

Name of the Director	Mr. Mukeshkumar Babubhai Patel
Brief Profile	<p>Mr. Mukeshkumar B. Patel, aged 51 years, is Chairman & Managing Director and one of the Promoters of our Company. He has been on the Board of Directors since January 24, 2012.</p> <p>He has been appointed as the Chairman & Managing of our Company on January 6, 2021. He does not have a formal education degree.</p> <p>Prior to joining our Company, he was associated with Classic Microtech Private Limited from 2007 to 2011 as Account Finance Manager and was involved in managing the finances of the company, during his association. He has also been associated with Regent Granito (India) Limited as Manager Account and Finance from 2002 till 2007.</p> <p>He possesses approximately 22+ years of experience in handling and dealing with financial and marketing operations in building material & Ceramic Industry. He has been instrumental in planning and formulating the overall business and commercial strategy and developing business relations of our Company. He looks after and manages the entire accounting and financial operations of our Company.</p>
DIN	01944968
Date of Birth	13 th June 1978
Nationality	India
Date of Appointment on the Board	24 th January 2012
Qualification	Don't have any formal degree.
List of Directorship in other Companies	1. Exxaro Ceramic Limited
Chairmanship/ Membership of Committees of other Companies in which he/she is a Director	NIL
Shareholding in Exxaro Tiles Limited as on Date	3,13,59,880 Shares
Relationship with other Directors, KMPs	There is no inter se relationship between Mr. Mukesh B. Patel, other Members of the Board and Key Managerial Personnel of the Company.
Number of meetings of the Board attended	FY2025-26 – 5 out of 5 (till the date of this Postal Ballot Notice)

during the financial year (2025-2026)	
Listed entities from which director has resigned in past 3 years	NIL

Annexure II

Name of the Director	Mr. Kirankumar B. Patel
Brief Profile	<p>Mr. Kirankumar Patel, aged 40 years, is Whole-time Director and one of the Promoters of our Company.</p> <p>He has been on the Board of Directors since January 24, 2012. He has been appointed as the Whole-Time Director of our Company on January 6, 2021. He does not have a formal education degree. Prior to joining our Company, he was a proprietor of a proprietary concern, M/s. Sunshine Vitrified Tiles from 2006 till 2011.</p> <p>He possesses over 15 years of experience in sales and marketing operations and in the manufacturing industry. He manages the entire Sales and Distribution process and also leads and monitors the human resources department.</p>
DIN	01918094
Date of Birth	20 th June 1984
Nationality	Indian
Date of Appointment on the Board	24 th January 2012
Qualification	Don't have any formal degree.
List of Directorship in other Companies	1. Exxaro Ceramic Limited
Chairmanship/ Membership of Committees of other Companies in which he/she is a Director	NIL
Shareholding in Exxaro Tiles Limited as on Date	4,70,20,640 Shares
Relationship with other Directors, KMPs	There is no inter se relationship between Mr. Kirankumar B. Patel, other Members of the Board and Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2025-2026)	FY2025-26 – 5 out of 5 (till the date of this Postal Ballot Notice)
Listed entities from which director has resigned in past 3 years	NIL

Annexure III

Name of the Director	Mr. Dineshkumar R. Patel
Brief Profile	<p>Mr. Dineshbhai Patel, aged 55 years, is Whole-time Director and one of the Promoters of our Company. He has been associated with our Company since 2014. He has been appointed as the Whole-Time Director of our Company on January 6, 2021.</p> <p>He does not have a formal education degree. Prior to joining our Company, he was associated with Regent Granito (India) Limited from 2002 till 2007 as Manger Production and Operations and with Classic Microtech Private Limited from 2007 to 2012 as Manager – Production Operations and was involved in managing production activities of the aforesaid companies, during his association.</p>

	<p>He has an experience profile spanning 18 years covering production activities, streamlining of processes and procedures to facilitate smooth production process & enhanced productivity in the manufacturing industry.</p> <p>He manages the entire production and administrative operations at manufacturing facility of the Company at Talod.</p>
DIN	01917917
Date of Birth	01 st June 1969
Nationality	Indian
Date of Appointment on the Board	06 th August 2014
Qualification	Don't have any formal degree.
List of Directorship in other Companies	1. Exxaro Ceramic Limited 2. Dhvanish And Devang Petro Private Limited
Chairmanship/ Membership of Committees of other Companies in which he/she is a Director	NIL
Shareholding in Exxaro Tiles Limited as on Date	7,55,33,070 Shares
Relationship with other Directors, KMPs	There is no inter se relationship between Mr. Dineshkumar R. Patel, other Members of the Board and Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2025-2026)	FY2025-26 – 5 out of 5 (till the date of this Postal Ballot Notice)
Listed entities from which director has resigned in past 3 years	NIL

Annexure IV

Name of the Director	Mr. Miten Majmudar
Brief Profile	Mr. Miten Shirish Majmudar, a Chartered Accountant, having experience as Corporate Banker with over 18 years of leadership experience. He has been instrumental in setting up MSME and Corporate Banking Verticals of various reputed Banking and Non-Banking Financing Companies in Gujarat, MP and Rajasthan. He has won various prestigious awards during his banking career and has been instrumental in financing some of the major listed companies of today during the early stage of those corporates. At present he is consulting various reputed corporate houses for their regular Banking requirements. He is founder of ProAssess Intelli, a consulting arm focusing on providing quality back office support for banking and financing needs of corporates.
DIN	11379191
Date of Birth	03/09/1978
Nationality	Indian
Date of Appointment on the Board	18 th November 2025
Qualification	Chartered Accountant
List of Directorship in other Companies	NIL
Chairmanship/ Membership of Committees of other Companies in which	NIL

he/she is a Director	
Shareholding in Exxaro Tiles Limited as on Date	NIL
Relationship with other Directors, KMPs	There is no inter se relationship between Mr. Miten Majmundar, other Members of the Board and Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2025-2026)	NA
Listed entities from which director has resigned in past 3 years	NIL

On behalf of the Board of Directors,
EXXARO TILES LIMITED

Date: 18th November 2025
Place: Ahmedabad

Mr. Mukeshkumar B. Patel
Chairman & Managing Director
(DIN: 01944968)