

PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN : L24131WB1948PLC095302

REGD. OFFICE : BIRLA BUILDING, 9/1, R. N. MUKHERJEE ROAD, KOLKATA-700001

Email : pilani@pilaniinvestment.com, TELEPHONE : 033 4082 3700 / 2220 0600, Website : www.pilaniinvestment.com

14th November, 2025

The Manager (Listing Department)
National Stock Exchange of India Ltd.
"Exchange Plaza", Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

The Manager (Listing)
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Sub: Postal Ballot Notice

Ref: Scrip Code: NSE: PILANIINVS :: BSE: 539883:: ISIN: INE417C01014

Dear Sir,

Pursuant to the above referred, please find enclosed herewith the copy of Postal Ballot Notice dated 3rd November, 2025, seeking approval of the Members of the Company on the following resolution through Postal Ballot:

Sr. No	Description of Resolution	Type of Resolution
1	Consideration and approval of issuance of Unsecured Redeemable Non-Convertible Debentures on Private Placement Basis	Special

In accordance with applicable laws, the aforesaid Notice is being sent to those members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/ Depositories and whose names appear in the Register of Members/List of Beneficial Owners as on the Cut-off date being **Friday, 7th November, 2025**.

The Company has engaged the services of Central Depository Services (India) Limited for providing remote e-voting facility to all its members. The e-voting period commences on **Sunday, 16th November, 2025 at 9.00 A.M. IST** and ends on **Monday, 15th December, 2025 at 5.00 P.M. IST**. The said Postal Ballot Notice is also made available on the website of the Company i.e. www.pilaniinvestment.com.

You are kindly requested to take the same on record.

Thanking you,

Yours faithfully,

For **Pilani Investment and Industries Corporation Limited**

Company Secretary

Encl: As above

Cc:

National Securities Depository Ltd. Trade World, A Wing, 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013	Central Depository Services (India) Ltd. Marathon Futurex, A Wing, 25 th Floor, NM Joshi Marg, Lower Parel, Mumbai- 400013	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7 th Floor, Room No- 7A and 7B Kolkata- 700017
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PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN: L24131WB1948PLC095302

Regd. Office: Birla Building, 9/1, R.N. Mukherjee Road, Kolkata – 700001

Phone: 033 4082 3700/ 2220 0600

Website: www.pilaniinvestment.com

Email- pilani@pilaniinvestment.com

POSTAL BALLOT NOTICE

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

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), SEBI Circular No. SEBI/HO/ CFD/CFDPoD-2/P/CIR/2024/133 dated October 03, 2024 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular nos. 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022, 09/2023, 09/2024 and 03/2025 dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022, 28th December, 2022, 25th September, 2023, 19th September, 2024 and 22nd September, 2025 respectively issued by the Ministry of Corporate Affairs ('MCA Circulars') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Special Resolutions, as applicable, by way of Postal Ballot / electronic voting. Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice. 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 framed thereunder and the MCA Circulars, Pilani Investment and Industries Corporation Limited ('**Company**') is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited ("**CDSL**"), for facilitating e-voting. The Members are requested to cast the vote only through electronic means on the Resolutions through the remote e-voting system. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Board has appointed Smt. Shweta Dalmiya of M/s. S. Dalmiya and Associates, Company Secretaries (Certificate of Practice Number: 19603) as the scrutinizer ('**Scrutinizer**') for conducting the Postal Ballot / e-voting process in a fair and transparent manner. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Monday, 15th December, 2025. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit their report to the Chairman/ Company Secretary of the Company or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 working days from the conclusion of the e-voting. The results shall be declared and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website at www.pilaniinvestment.com. The last date of remote e-voting, i.e. Monday, 15th December, 2025 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company now propose to seek the consent of the members by way of Postal Ballot for the matters stated in the Resolutions appended below.

You are requested to peruse the proposed resolutions along with Explanatory Statement annexed and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

RESOLUTIONS PROPOSED:

1. Consideration and approval of issuance of Unsecured Redeemable Non-Convertible Debentures on Private Placement Basis

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 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (“SEBI”) (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended from time to time, other applicable SEBI regulations, circulars and guidelines, the directions issued by the Reserve Bank of India (“RBI”), and subject to other applicable laws, rules, regulations, directions and guidelines, the approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors to offer / invite / issue / allot to eligible persons, Unsecured Redeemable Non-Convertible Debentures (“NCDs”) / Bonds, up to an amount of Rs. 1,000 Crore (Rupees One Thousand Crore only), on a private placement basis, in one or more tranches, on such terms and conditions as the Board may deem fit, within the overall borrowing limits of the Company, as approved by the Members from time to time.”

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Chief Executive Officer, Chief Financial Officer and/or the Company Secretary of the Company.”

Registered Office:

Birla Building
9/1, R. N. Mukherjee Road
Kolkata – 700001
3rd November, 2025

By Order of the Board
R. S. Kashyap
Company Secretary
FCS- 8588

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014("the Rules"), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, 7th November, 2025 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Niche Technologies Private Limited ("RTA").
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.pilaniinvestment.com. The Notice can also be accessed from the 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. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Friday, 7th November, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut- off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
5. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the RTA by sending an e-mail/letter along with prescribed Form ISR-1 (with supporting documents) at nichetechpl@nichetechpl.com or to the Company at pilani@pilaniinvestment.com.
6. A member cannot exercise his/her vote by proxy on Postal Ballot.
7. All documents referred to in the notice are available for inspection electronically by the Members up to the last date specified for e-voting. The members may write to the Company at pilani@pilaniinvestment.com in this regard.
8. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or to the Company at pilani@pilaniinvestment.com.
9. Institutional/corporate members are requested to send a certified copy of the Board Resolution authorizing their representative(s) to vote on their behalf, to the Scrutinizer by sending an email at sdalmiya.associates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com and pilani@pilaniinvestment.com latest by 5.00 P.M. IST on Monday, 15th December, 2025 (last date for remote e-voting) by quoting the concerned DP ID and Client ID or Folio Number.

VOTING THROUGH ELECTRONIC MEANS

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

- (i) The voting period begins on **Sunday, 16th November, 2025 at 9.00 A.M IST** and ends on **Monday, 15th December, 2025 at 5.00 P.M. IST**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 7th November, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 2109911.
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 and 022 2499 7000.

(iv) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

2) Click on “Shareholders” module.

3) Now enter your User ID

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

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

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

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

Particulars	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

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

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

(viii) Click on the EVSN for the relevant Company i.e. “**PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED**” on which you choose to vote.

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

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

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

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutiniser for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
 - It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresses viz; sdalmiya.associates@gmail.com and pilani@pilaniinvestment.com latest by 5.00 P.M. IST on Monday, 15th December, 2025 (last date for e-voting), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA's email id.
2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free number 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("the Act").

ITEM NO. 1

In terms of Section 42 of the Companies Act, 2013, which deals, inter-alia, with the offer or invitation for subscription of Debt Securities of the Company on private placement basis read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company can make private placement of its Securities subject to approval of its Members by way of a Special Resolution.

Accordingly, it is proposed to seek approval of members by way of special resolution to authorise the Board to borrow by issue of Unsecured Redeemable Non-Convertible Debentures (NCDs)/Bonds on private placement basis, in the ordinary course of its business, for a period of one year from the date of passing of the resolution. Further, the amount to be raised by such issue of NCDs/Bonds will be within the overall borrowing limit of Rs. 3,500 Crore (Rupees Three Thousand Five Hundred Crore only) as approved by the members of the Company under Section 180(1)(c) of the Act. The actual borrowing through issue of NCDs/Bonds will be determined by the Board within the said overall borrowing limit approved by the members, considering various factors including market conditions, business requirements, etc.

Further, as per Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, it is mandatory that certain disclosures be made in the explanatory statement annexed to the notice for members approval under Section 42 of the Companies Act, 2013. The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out herein below:

a. Particulars of the offer including date of passing of board resolution: This Special Resolution is being passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of Debt Securities, from time to time, for the period of 1 (one) year from the date of this resolution. The Board of Directors at their meeting held on 8th August, 2025 have approved issuance of Unsecured Redeemable Non-Convertible Debentures/Bonds in one or more tranches, on private placement basis;

b. Kinds of securities offered and the price at which security is being offered: This Special Resolution is restricted to the Private Placement issuance of Unsecured Redeemable Non-Convertible Debentures/Bonds. The said Debt securities are offered at face value of Rs.1,00,000 each for cash at par or such other denomination as per Securities and Exchange Board of India ("SEBI") (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and relevant SEBI Circular;

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The Unsecured Redeemable Non-Convertible Debentures/Bonds shall be offered for cash at par value of Rs. 1,00,000 each or such other denomination as may be allowed by Securities and Exchange Board of India ("SEBI") (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and relevant SEBI Circular. In case of reissuance of Unsecured Redeemable Non-Convertible Debentures/Bonds under existing ISINs, the same may be issued at a premium / discount, if any, depending on the rate of interest of the said Unsecured Redeemable Non-Convertible Debentures/Bonds and the yield offered;

d. Name and address of valuer who performed valuation: Not applicable, as the NCDs/Bonds will be issued at par.

e. Amount which the Company intends to raise by way of such securities: upto Rs. 1,000 Crore (Rupees One Thousand Crore only).

f. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities: This Special Resolution is being

passed in terms of Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs/Bonds, from time to time, for the period of 1 (one) year from the date of this resolution. The terms and conditions of the issue of Unsecured Redeemable Non-Convertible Debentures/Bonds including objects of the issue, coupon rate/interest rate, tenure, repayment, security, listing, payment of interest accrued on issue/reissue of Debentures, etc. will be decided by the Board of Directors from time to time and stated in the respective Key Information Document. No contributions are made by the promoters or directors either as part of the offer or separately in furtherance of objects. The NCDs/Bonds shall be unsecured.

In view of the aforesaid, the Board of Directors at their meeting held on 8th August, 2025, have approved issuance of Unsecured Redeemable Non-Convertible Debentures/Bonds in one or more tranches, on private placement basis and within the overall borrowing limit of Rs. 3,500 Crore (Rupees Three Thousand Five Hundred Crore only) under Section 180(1) (c) of the Companies Act, 2013 and within limits specified in table above.

Accordingly, the approval of the Members is being sought by way of Special Resolution as set out at Item No. 1 of this Notice authorizing the Board to issue Unsecured Redeemable Non-Convertible Debentures/Bonds on Private Placement basis.

The Board, accordingly, recommends the passing of the Special Resolution through the remote e-voting process as set out at Item No. 1 of this Notice, for the approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in the said resolution, except to the extent of Unsecured Redeemable Non-Convertible Debentures/Bonds that may be subscribed by companies/firms in which they are interested.

Registered Office:

Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
3rd November, 2025

By Order of the Board

R. S. Kashyap

Company Secretary
FCS- 8588