

Ritco Logistics Limited

Date: 13th February, 2026

To,
The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C-1, G Block,
Bandra- Kurla Complex, Bandra (East)
Mumbai-400051
NSE SYMBOL: RITCO

To,
The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
1st Floor, New Trading Ring, Rotunda
Building, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001
BSE Scrip Code: 542383

Sub: Postal Ballot Notice

Dear Sir/Madam,

In furtherance to our intimation via Outcome of Board Meeting dated 11th February, 2026, this is to inform you that pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the provisions of the Companies Act, 2013 and Rules made thereunder, the Company is in the process of conducting Postal Ballot (Voting by electronic means) for seeking approval of members of the Company with respect to:

1. Approval for the amendment of Company's Employee Stock Option Plan to provide vesting flexibility to the Compensation Committee.

In terms of applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Please find enclosed the Postal Ballot Notice dated 11th February, 2026 for your intimation and records.

Further the above information is also available at the website of the Company www.ritcologistics.com

You are requested to take the above information on your record & acknowledge the same.

Thanking you,

Yours Sincerely,

For Ritco Logistics Limited

Gitika
Arora

Digitally signed
by Gitika Arora
Date: 2026.02.13
19:21:18 +05'30'

Gitika Arora

Company Secretary cum Compliance Officer



Corp. & Admin. Office: "RITCO HOUSE" 336, Phase-II, Udyog Vihar, Gurugram - 122016, Haryana
Ph.: 0124-4702300/301 E-mail: ho@ritcologistics.com CIN No.: L60221DL2001PLC112167 Regd.
Office: 508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058 Ph.: 011-25522158

www.ritcologistics.com



RITCO LOGISTICS LIMITED

Reg Office: 508, 5th Floor, Jyoti Shikhar Tower, District Centre Janakpuri, New Delhi- 110058

Corporate Office: 336, Udyog Vihar Phase-2, Gurgaon 122002

Ph: 0124-4702300/301 Email: cs@ritcologistics.com

Website: www.ritcologistic.com

CORPORATE IDENTITY NUMBER (CIN) - L60221DL2001PLC112167

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of Ritco Logistics Limited ("the Company"), pursuant to Section 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, as amended, (" the Rules"), Secretarial Standard on General Meetings ("SS-2"), Section 62(1)(b) of the Act, SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEBS Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations that the Special Resolutions as set out in this Notice are proposed for consideration by Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

In Compliance with the aforesaid MCA & SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the members would only take place through remote e-voting.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed hereto for your consideration.

The Board of Directors of the Company (the "Board"), has appointed Mr. Mukun Arora (M. No. 12894, CP No. 4766), Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Members are requested to carefully read the instructions provided in the Notice and record their assent (FOR) or dissent (AGAINST) only through the remote e-voting process not later than 5:00 p.m. (IST) on Tuesday, March 17th, 2026, failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots (through remote e-voting). The result on the resolution proposed to be passed through Postal Ballots (through remote e-voting) shall be announced on or before Thursday, March 19th, 2026 at the registered office of the Company. The results along with the scrutinizer's report will be displayed on the Company's website under Investor Desk and will be communicated to stock exchange, BSE Limited (BSE) and National Stock Exchange of India (NSE) where Equity Shares of the Company are listed.

The Resolutions, if approved, will be taken as passed effectively as on the last date of e-voting, i.e. Tuesday, March 17th, 2026, & it will be placed on the website of the Company: www.ritcologistics.com and on the website of BSE Limited (BSE) and National Stock Exchange of India (NSE) along with the Scrutinizer's Report.

SPECIAL BUSINESS:

ITEM NO. 1- APPROVAL FOR AMENDMENT OF COMPANY'S EMPLOYEE STOCK OPTION PLAN TO PROVIDE VESTING FLEXIBILITY TO THE COMPENSATION COMMITTEE

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, Regulation 6 and Regulation 7 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Members be and is hereby accorded to empower the Compensation Committee to amend the ESOP Plan i.e. to determine, vary and modify the vesting period of stock options granted under the ESOP Plan.

RESOLVED FURTHER THAT the vesting period for stock options granted under the ESOP Plan shall be determined by the Compensation Committee at its discretion and may vary between grants and/or tranches, subject only to the minimum vesting period of one year as prescribed under applicable law and without any maximum vesting cap other than as may be prescribed by the SEBI (SBEB) Regulations, 2021, as amended from time to time.

RESOLVED FURTHER THAT the Compensation Committee be and is hereby authorised to revise or modify the vesting schedule of unvested stock options already granted and options to be granted in future, provided that such modification is not detrimental to the interests of employees, is in compliance with applicable law, and where applicable, subject to obtaining consent of the concerned employees.

RESOLVED FURTHER THAT the Members hereby authorise the Compensation Committee to exercise the aforesaid powers without requiring any further approval of the Members, so long as such actions remain within the framework approved under this resolution and applicable law.

RESOLVED FURTHER THAT the Company Secretary of the Company be and are hereby authorised to issue amended grant letters, obtain employee acknowledgements, make necessary disclosures to the stock exchanges, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors
For Ritco Logistics Limited

Sd/-

Man Mohan Pal Chadha Singh
DIN: 01763805
Chairman and Director
A-28, Rose Wood City, Sector-49
Gurgaon, Haryana-122001

Date: 11th February, 2026

Place: Gurgaon

NOTES:

1. In accordance with Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules"), explanatory statement setting out material facts and reasons for proposed resolution is annexed with the Notice of Postal Ballot.
2. The Board of Directors has, at its meeting held on Wednesday, February 11, 2026, appointed Mr. Mukun Arora, Practicing Company Secretary, having CP No. 4766, to act as Scrutinizer, for conducting the Postal Ballot in a fair and transparent manner.
3. In compliance with the MCA Circular and on account of threat posed by COVID-19 pandemic situation, the Notice is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
4. The Notice is being sent only by email to all the Members and other persons so entitled and who have registered their email addresses with the Depository Participant ("DPs")/Company's Registrar and Transfer Agent ("RTA") or the Company for this purpose. Members of the Company holding shares either in physical form or in dematerialised form as on cut-off date i.e. Thursday, February 12, 2026 will receive the Notice through electronic mode only.
5. A person whose name appears in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Thursday, February 12, 2026, shall be entitled to vote through e-voting on the resolution(s) set forth in the Notice. The voting rights of the Members shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner as on the Cut-off date. Any person who is not a Member of the Company as on the Cut-off date should treat this Notice for information purpose only.
6. The Notice is available on the Company's website viz. www.ritcologistics.com and on the website of BSE Limited (BSE) and National Stock Exchange of India (NSE).

7. In accordance with the sub rule (3) of Rule 22 of the Rules, after the completion of dispatch of postal ballot notice along with its requisite annexures, an advertisement will be published at least once in a vernacular newspaper of the district where the registered office of the Company is situated i.e in Hindi and atleast once in English language in English newspaper having a wide circulation in the district where the registered office of the Company is situated.
8. The remote e-voting period commences from Monday, February 16, 2026 at 09:00 a.m. (IST) and ends on Tuesday, March 17th, 2026 at 05:00 p.m. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e Thursday, February 12, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
9. The shareholders who had not registered their email address with the company:
In case of shares held in demat mode, please provide DPID-CLID (16 Digit DPID + CLID or 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) to cs@ritcologistics.com.
10. Corporate Members intending their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to mukunvivekandcompany@gmail.com with copies marked to the Company at cs@ritcologistics.com.
11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available online for inspection by Members of the Company.
12. E-Voting is available to members as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Company (Management and Administration) Rules, 2014 the members can exercise their vote by electronic means from Monday, February 16, 2026 at 09:00 a.m. (IST) and ends on Tuesday, March 17th, 2026 at 05:00 p.m. (IST).
13. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, February 12, 2026.
14. The Scrutinizer shall after the conclusion of e-voting on Tuesday, March 17th, 2026, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make scrutinizer's report within the prescribed time. Such report shall contain details of total votes cast in favour of or against, if any, and submit the report to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the e-voting of the postal ballot forthwith. The resolutions if passed with requisite majority, shall be deemed have been passed on Tuesday, March 17th, 2026, being the last day of remote e-voting.

15. Results of voting shall be declared within 48 hours from the time of conclusion of the remote e-voting. The result of postal ballot along with the Scrutinizer's report will be placed on the Company website on or before Thursday, March 19th, 2026 and will also be communicated to the Stock Exchange where the equity shares of the Company are listed.
16. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.

1. Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nSDL.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

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



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nSDL.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
 b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders, holding shares in **NSDL form**, shall provide ‘point 4’ above.
 - o Shareholders, holding shares in **CDSL form**, shall provide ‘point 3’ or ‘point 4’ above.
 - o Shareholders, holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company

(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

- 1) 'Investor ID' - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at <u>evoting@nsdl.co.in</u> 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 request at <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No.+ Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

For Ritco Logistics Limited

Sd/-

Man Mohan Pal Chadha Singh

DIN: 01763805

Chairman and Director

A-28, Rose Wood City, Sector-49

Gurgaon, Haryana-122001

Date: 11th February, 2026

Place: Gurgaon

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) RULES, 2014**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 1

The Company has implemented the **Employee Stock Option Plan** to provide equity-based incentives to eligible employees, with the objective of fostering long-term value creation, employee retention and alignment of employee interests with those of shareholders.

At present, the vesting period under the ESOP Plan is subject to a maximum cap as approved earlier by the Members. In view of evolving market practices, long-term retention requirements, and the need to align incentives with sustained performance, the Board of Directors, proposes to **provide enhanced flexibility to the Compensation Committee to determine vesting periods**, within the limits prescribed under applicable law.

The proposed amendment seeks to:

- Remove the fixed upper cap on vesting period approved earlier by Members;
- Align vesting flexibility with the **SBEB Regulations, 2021**, which prescribe only a **minimum vesting period of one year**;
- Empower the Compensation Committee to structure vesting schedules (including tranche-wise vesting) appropriate to different roles, seniority and retention needs;
- Permit modification of vesting schedules of **unvested stock options already granted and options to be granted in future**, without altering:
 - the exercise price,
 - the total number of options,
 - or the class of eligible employees.

The proposed amendment **does not adversely affect the interests of employees** and is intended to reward long-term association with the Company. Any retrospective application shall be undertaken only with the consent of the concerned employees and in compliance with applicable law.

The Board recommends passing of the Special Resolution as set out in Item No. 1.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of stock options that may be granted to them under the ESOP Plan, if any.

By Order of the Board of Directors
For Ritco Logistics Limited

Sd/-
Man Mohan Pal Chadha Singh

DIN: 01763805
Chairman and Director
A-28, Rose Wood City, Sector-49
Gurgaon, Haryana-122001

Date: 11th February, 2026
Place: Gurgaon

S. No.	Particulars	Date of Event
1	Consent of Scrutinizer received.	06th Feb 2026
2	Date of approval of the Board of Directors for considering items to be approved by the shareholders through Postal Ballot and the authorised person responsible for conducting entire poll process.	11th Feb 2026
3	Date of Appointment of Scrutinizer for Postal Ballot.	11th Feb 2026
4	Cut-off Date for determining the names of shareholders entitled to notice of postal ballot and eligibility to vote	12th Feb 2026
5	Intimation to Stock Exchanges for conducting Postal Ballot Activity	13th Feb 2026
6	Date of completion of dispatch of notice of Postal Ballot by-mail.	13th Feb 2026
7	Display of the Notice of Postal Ballot on the Company's website	14th Feb 2026
8	Publication of Notice in newspaper for postal Ballot process and others	14th Feb 2026
9	Date of submission to Stock Exchanges copy of newspaper advertisement	14th Feb 2026
10	Date of Commencement of voting (Postal Ballot Though Electronic Means)	16th Feb 2026 9:00 a.m.
11	Date of Closure of voting (Postal Ballot Though Electronic Means)	17th Mar 2026 5:00 p.m.
12	Date of Submission of the Report by the Scrutinizer	on or before 18th Mar 2026
13	Date of declaration of postal ballot results by the Company	on or before 18th Mar 2026
14	Date of Intimation of results of Postal Ballot to Stock Exchange	19th Mar 2026
15	Display of the results of Postal Ballot in the Company's website	19th Mar 2026