SULA
VINEYARDS

Date: 7th September, 2026

To,
National Stock Exchange of India Limited("NSE"),
The Listing Department
"Exchange Plaza", 5th Floor
Plot No. C/1, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai – 400 051.
NSE Symbol: SULA
ISIN: INE142Q01026

To,
BSE Limited ("BSE"),
Corporate Relationship Department,
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
BSE Scrip Code: 543711
ISIN: INE142Q01026

Dear Sir/Madam,

Sub: Intimation of Postal Ballot Notice of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith the Postal Ballot Notice along with the Explanatory Statement ("Notice") dated 6th August, 2026, pursuant to applicable provisions of the Companies Act, 2013 read with the Listing Regulations, seeking approval of the Members of the Company by way of remote electronic voting ("e-voting") in respect of the special business as set out in the Postal Ballot Notice, as dispatched today i.e. 7th September, 2026 to Shareholders through electronic mode.

The Board of Directors at its meeting held on 6th August, 2026, had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company on Resolution as set out in the said Postal Ballot Notice. The Company shall seek approval of the Members of the Company by way of Postal Ballot (Remote E-Voting only) for the following special business:

Particulars	**Type of Resolution**
Appointment of Mr. Chaitanya Rathi (DIN: 07705302) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation	Ordinary resolution
Payment of commission to Mr. Chaitanya Rathi (DIN: 07705302) as Non-Executive Non-Independent Director of the Company	Special resolution

In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of Listing Regulations, the aforesaid Notice is being sent only in electronic form to Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent ("RTA") or respective Depository Participants and whose names are recorded in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 4th September, 2026.

SULA
VINEYARDS

The Company has availed remote e-voting facility from National Securities Depository Limited (NSDL) and below is the calendar of the events for remote e-voting:

Date and time of commencement of voting through electronic means	Tuesday, 8th September, 2026, 9:00 a.m. (IST)
Date and time of end of voting through electronic means	Wednesday, 7th October, 2026, 2026, at 5:00 p.m. (IST)
Date of declaration of voting results	Not later than two working days of the conclusion of the Postal Ballot through remote e-voting process

Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are detailed in the Notice.

This Postal Ballot Notice will also be available on the Company's website at https://sulavineyards.com/investor-relations.php and the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL.

You are requested to kindly take the same on your records.

Thanking you,

Yours Faithfully

For Sula Vineyards Limited

GAYATHRI S IYER
Digitally signed by GAYATHRI S IYER
Date: 2026.09.07 15:30:21 +05'30'

Gayathri Iyer
Company Secretary and Compliance Officer
Membership No. A38069

Encl: As above

Regd. Off: 201-A, Solaris One, N.S. Phadke Marg, Andheri (E), Mumbai – 400 069
Tel No.: (022) 61280606, E-mail: cs@sulawines.com
website: https://sulavineyards.com/
CIN: L15549MH2003PLC139352

POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 8th September, 2026, at 9:00 a.m. (IST)	Wednesday, 7th October, 2026, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given to the shareholders of Sula Vineyards Limited (the "Company") pursuant to the provisions of Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force, as amended from time to time, Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025, issued by Ministry of Corporate Affairs ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and Regulation 44 along with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company, as on the Cut-off Date, i.e. Friday, 4th September, 2026 ("Members" or "Equity Shareholders"), is sought by way of Postal Ballot only through remote e-voting ("Remote e-Voting") for the following:

1. **Ordinary Resolution:** Appointment of Mr. Chaitanya Rathi (DIN: 07705302) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation
2. **Special Resolution:** Payment of commission to Mr. Chaitanya Rathi (DIN: 07705302) as Non-Executive Non-Independent Director of the Company

The Explanatory Statement pertaining to the said resolution setting out the material facts and related particulars is annexed hereto.

The Postal Ballot Notice will be dispatched by Monday, 7th September, 2026 to all Members through electronic mode and also be placed on the website of the Company (https://sulavineyards.com/) and on the website of NSDL. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent (RTA) - KFin Technologies Limited ("KFintech"). For Members who have not registered their e-mail IDs, please follow the instructions given in notes forming part of this notice. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Postal Ballot Notice is being sent only through electronic mode, to those Members whose email addresses are registered with the Company/RTA/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form is not being sent to the Members for this Postal Ballot process.

The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Members, whose e-mail address if not registered with the Company/Depositories/RTA, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting commencing from Tuesday, 8th September, 2026.

The last date of e-voting, i.e. Wednesday, 7th October, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. Remote e-Voting facility will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Board of Directors of the Company has appointed Mr. Martinho Ferrao, (M. No. 6221, COP No. 5676) Practicing Company Secretary as Scrutinizer as authorized by the Board at its meeting held on 6th August, 2026, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder. He has communicated his willingness for such appointment.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by him. The results of the voting by Postal Ballot through the Remote e-Voting process along with the Scrutinizer's Report will be announced by the Chairman or any other person authorized by him, within two working days from the end of Postal Ballot, i.e. on or before Friday, 9th October, 2026. The results will be intimated to National Stock Exchange of India Limited ("NSE") and BSE Limited, where the equity shares of the Company are listed.

The results of the Postal Ballot will be displayed on the website of the Company: https://sulavineyards.com/ the website of NSDL: www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office.

SPECIAL BUSINESS:

ITEM NO. 1:

APPOINTMENT OF MR. CHAITANYA RATHI (DIN: 07705302) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Articles of Association of the Company and in accordance with the Nomination and Remuneration Policy of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Chaitanya Kamal Rathi (DIN: 07705302), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th August, 2026, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has consented to act as a Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Chaitanya Kamal Rathi (DIN: 07705302) shall be entitled to receive remuneration/fees/commission as permitted to be received in the capacity of Non-Executive Non-Independent Director and within the permissible limits under the Act and SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties, or doubts that may arise in this regard and further to execute all necessary documents, applications, returns, writings, as may be necessary, proper, expedient or desirable."

ITEM NO. 2:

PAYMENT OF COMMISSION TO MR. CHAITANYA RATHI (DIN: 07705302) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Articles of Association of the Company and in accordance with the Nomination and Remuneration Policy of the Company and subject to the approval of the Central Government, if required as per any law, and such other approval(s), permission(s) and sanction(s), as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authority(ies) while granting such approval(s), permission(s) and sanction(s) and based on recommendation of the Nomination and Remuneration Committee, Audit Committee (as a related party transaction) and the Board, the consent of the Members of the Company, be and is hereby accorded for payment and distribution of Commission of Rs. 4,00,000/- (Rupees Four Lakhs only) per annum to Mr. Chaitanya Kamal Rathi (DIN: 07705302), as Non-Executive

Director of the Company, for a period of three financial years, i.e. FY 26-27 (pro-rata basis), FY 27-28 and FY 28-29, notwithstanding that such remuneration paid by way of commission may exceed the individual/overall limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT for the financial year 26-27, the aforesaid commission shall be payable on a pro-rata basis, having regard to the period commencing from 6th August, 2026, being the effective date of his appointment as a Non-Executive Director of the Company, till the end of the said financial year.

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees payable to Mr. Chaitanya Rathi for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and the reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT where in any of the said Financial Years, i.e. FY 26-27, FY 27-28 and FY 28-29, during the currency of the tenure of Mr. Chaitanya Rathi as Non-executive Non-Independent Director of the Company, the Company has no profits or its profits are inadequate, the Company may pay the above remuneration by way of commission as the minimum remuneration as may be statutorily permitted subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties, or doubts that may arise in this regard and further to execute all necessary documents, applications, returns, writings, as may be necessary, proper, expedient or desirable."

By order of the Board of Directors of
Sula Vineyards Limited

Sd/-

Gayathri Iyer
Company Secretary and Compliance Officer
Membership No. A38069

Place: Mumbai
Date: 6th August, 2026

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in notes below.

3. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories, the Company's Registrars and Transfer Agent ('RTA') as on 4th September, 2026 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.

4. All documents referred to in the Postal Ballot Notice will be available electronically for inspection, without any fee to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to cs@sulawines.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, during the e-voting period.

5. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Marathi newspaper each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: https://sulavineyards.com/

6. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on Friday, 4th September, 2026, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only.

7. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.

8. Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Wednesday, 7th October, 2026, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently

9. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, within two working days from the end of Postal Ballot, i.e. on or before Friday, 9th October, 2026. The Scrutinizer's decision on the validity of votes cast will be final.

10. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Wednesday, 7th October, 2026. Further, Resolutions 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.

11. Voting by Postal Ballot by e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person with the proof of their authorization.

12. Please note that the Company is providing voting only by electronic means to its Members. Further, Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

13. Process for Registration of e-mail addresses:

We request you to provide the ISR -1 and 2 Forms for the updation of KYC and signature respectively. As email Id updation is part of KYC, you may download the form from the link given: https://ris.kfintech.com/clientservices/isc/default.aspx#

14. Process to cast votes through remote e-voting:

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 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in	1. 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

demat mode with NSDL.	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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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. 3. 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. 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** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	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 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 use your existing my easi username & password. 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. 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 No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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) 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 and Forget Password option available at abovementioned website.

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

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.com 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 Log-in to NSDL e-Voting website?

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.**
2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**
3. **A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
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 folio number is 001*** and EVEN is 101456 then 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 user your existing password to login and cast your vote.**
   b) **If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.**
   c) **How to retrieve your 'initial password'?**
   (i) **If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.**
   (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

6. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**
   a) **Click on "<u>Forgot User Details/Password?</u>" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**
   b) **"<u>Physical User Reset Password?</u>" (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.com 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: <u>Cast your vote electronically on NSDL e-Voting system</u>

<u>How to cast your vote electronically on NSDL e-Voting system?</u>
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. 2. Select "EVEN" of 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 authorized to vote, to the Scrutinizer by e-mail to mferraocs@gmail.com with a copy marked to evoting@nsdl.com. 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 email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this 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 email to cs@sulawines.com

2. In case shares are 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@sulawines.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) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 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 email ID correctly in their demat account in order to access e-Voting facility.

By order of the Board of the Directors
For **Sula Vineyards Limited**

Sd/-

Gayathri Iyer
Company Secretary and Compliance Officer
Membership No. A38069

Registered office:

201-A, Solaris One, N.S. Phadke Marg,
Andheri (E), Mumbai 400 069,
CIN: L15549MH2003PLC139352
E-mail id: cs@sulawines.com

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT'):

ITEM NO. 1:

APPOINTMENT OF MR. CHAITANYA RATHI (DIN: 07705302) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

With a view to broad-base the composition of the Board and to further strengthen its leadership and governance, it was proposed to appoint Mr. Chaitanya Kamal Rathi (07705302) as Non-Executive Non-Independent Director of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on 6th August, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Chaitanya Kamal Rathi (DIN: 07705302) as an Additional Non-Executive Non-Independent Director of the Company with effect from 6th August, 2026, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") and the Articles of Association of the Company.

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of Annual General Meeting. Further as per Regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, pursuant to the provisions of Sections 152, 160 and 161 of the Act, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable provisions, the approval of the Members is being sought for his appointment as a Non-Executive Non-Independent Director, liable to retire by rotation.

Brief profile and experience

Mr. Chaitanya Rathi is an operator, investor, entrepreneur, and board advisor with over 20 years of experience building, scaling, and investing in high growth businesses across Consumer, Alcobev, Fintech, Hospitality, and Private Equity and Venture Capital. He has a proven track record of scaling businesses from inception to over Rs. 500 crores in revenue while consistently driving growth, profitability, and long-term shareholder value.

Mr. Chaitanya Kamal Rathi possesses significant experience in the wine and alcoholic beverages industry. Mr. Rathi spent over a decade with Sula Vineyards across two leadership tenures. Most recently, as Chief Operating Officer from 2019 to 2023, he led the company through its successful Initial Public Offering (IPO), overseeing multiple business functions and leading a team of more than 400 members. During his earlier tenure between 2006 and 2013, he played a pivotal role in Sula's formative years, including establishing and scaling the company's hospitality business into one of the world's leading wine tourism destinations.

Given his deep understanding of the Company's business, coupled with his extensive leadership experience and global exposure across diverse markets and business environments, his appointment is expected to further strengthen the Company's strategic direction, operational excellence and overall performance. His rich industry experience and business acumen will provide valuable guidance in driving sustainable growth and long-term value creation for the Company.

The Board is of the opinion that Mr. Chaitanya Kamal Rathi possesses the requisite qualifications, skills, expertise and experience and that his appointment would be in the best interests of the Company.

The Company has received Notice in writing under Section 160 of the Companies Act, 2013 from a Member signifying their intention proposing Mr. Chaitanya Rathi as candidate for the office of Directorship of the Company, liable to retire by rotation.

Mr. Chaitanya Rathi has given his consent to act as Director of the Company and has given requisite declarations pursuant to Section 164 of the Companies Act, 2013 that he is not disqualified to be appointed as Director of the Company.

It is further confirmed that Mr. Chaitanya Rathi is not disqualified to be appointed as a Director in terms of provisions of Section 164 of the Act and not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent Regulatory Authority.

The information required pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India forms part of this Postal Ballot Notice as **Annexure-1**.

Except Mr. Chaitanya Kamal Rathi and his relatives, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Postal Ballot Notice for approval of the Members.

Disclosures as required under Regulation 36(3) of the Listing Regulations, Schedule V including his brief profile and such other details as required as per SS-2, are provided as annexure.

ITEM NO. 2:

PAYMENT OF COMMISSION TO MR. CHAITANYA RATHI (DIN: 07705302) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

At the Twenty-Third Annual General Meeting of the Company held on 25th June, 2026, the Members had approved payment of commission to the Non-Executive Directors including Independent Directors, for a period of three financial years, i.e. FY 25-26, FY 26-27 and FY 27-28, as tabled below, in accordance with the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act").

Sr. No.	**Name of the Director**	**Designation**	**Amount (In Rs.)**
1.	Mr. Alok Vajpeyi	Independent Director Chairman of the Board and Stakeholders Relationship Committee	8,00,000
2.	Mr. Chetan Desai	Independent Director Chairman of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee	6,00,000
3.	Ms. Sangeeta Tanwani	Independent Director Chairman of Risk Management Committee	4,00,000
4.	Mr. Anant S. Iyer	Independent Director	4,00,000
5.	Mr. Deepak Shahdadpuri	Non- Executive Director	4,00,000
6.	Mr. Nicholas Cator*	Non- Executive Director	4,00,000

Total	30,00,000

**The aforesaid commission payable to Mr. Nicholas Cator being applicable only for FY 26 considering his retirement upon rotation at the last AGM*

The said approval was passed for payment of commission to the Non-Executive Directors for the aforesaid period, including as minimum remuneration in the event of no profits or inadequacy of profits in any financial year during the approved tenure, in accordance with the provisions of Section 197 read with Schedule V (Section II of Part II) and other applicable provisions of the Companies Act, 2013.

Considering the responsibilities expected to be discharged by Mr. Chaitanya Kamal Rathi as a Non-Executive - Non Independent Director, the Board, upon the recommendation of the Nomination and Remuneration Committee, has approved payment of commission of Rs. 4,00,000 (Rupees Four Lakhs only) per annum to Mr. Chaitanya Kamal Rathi for a period of three financial years, namely FY 26-27 (pro-rata basis), FY 27-28 and FY 28-29, in addition to the sitting fees payable for attending meetings of the Board of Directors and/or Committees thereof and reimbursement of expenses incurred for attending such meetings, which is subject to approval of the shareholders.

For FY 26-27, the commission shall be payable on a pro-rata basis with effect from 6th August, 2026, being the effective date of his appointment as a Non-Executive Director.

In terms of Section 197 read with Schedule V (Section II of Part II) of the Act, where the Company has no profits or its profits are inadequate, or where the limits specified under Section 197 are exceeded, the Company may pay such remuneration subject to the approval of the shareholders by way of a Special Resolution and compliance with the conditions specified therein, provided the Company has not defaulted in repayment of dues to its lenders, including banks, financial institutions, non-convertible debenture holders or other secured creditors. Further, such special resolution sanctioning payment of remuneration in the event of no profit or inadequacy of profit can be passed for a maximum period of three years.

The Members are informed that the Company had not defaulted in payment of dues to its lenders. The related party transaction relating to payment of commission is in ordinary course of business and on arms' length basis.

In accordance with the aforesaid provisions, while seeking approval of the Members at the 23rd Annual General Meeting for payment of commission to the existing Non-Executive Directors, the Company had taken into consideration its financial position, estimated profitability and projected financial performance. Accordingly, the Company obtained the approval of the Members by way of a special resolution under Sections 197 and 198 read with Schedule V to the Act, including approval for payment of minimum remuneration in the event of absence or inadequacy of profits.

In continuation of the aforesaid approach and having regard to the aggregate commission proposed to be paid to the Non-Executive Directors, including the commission proposed to be paid to Mr. Chaitanya Kamal Rathi, together with the remuneration payable to the Board as a whole, the approval of the Members is being sought by way of a Special Resolution under Sections 197 and 198 read with Schedule V and other applicable provisions of the Act.

Accordingly, in the event of absence or inadequacy of profits in any financial year during the aforesaid tenure, the commission payable to Mr. Chaitanya Kamal Rathi shall be paid as minimum remuneration, subject to the limits prescribed under Schedule V to the Act and other applicable statutory provisions.

On recommendation and approval of the Nomination and Remuneration Committee, the Audit Committee (as a related party transaction) and Board at their respective meetings held on 6th August, 2026, the Board hereby recommends for approval of the Members, the aforementioned payment of commission to Mr. Chaitanya Rathi as Non- Executive Non-Independent Director of the Company for the FY 26-27 (pro-rata basis), FY 27-28 and FY 28-29, out of the net profits of the Company, computed in the manner referred to in sections 197 and 198 and all other applicable provisions of the Act for the respective financial years.

The said payment of commission will be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other committee meetings being paid to the Non-Executive Directors.

Except, Mr. Chaitanya Kamal Rathi and his relatives, if any, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution. To the extent the proposed commission relates to them, the Non-Executive Directors of the Company may be deemed to be interested in the Resolution.

Brief profile of Mr. Chaitanya Rathi, along with additional information as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, including disclosures prescribed under Schedule V of the Companies Act, 2013 and SEBI Listing Regulations are provided as **Annexure-1** to this Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Postal Ballot Notice for approval of the Members.

By order of the Board of the Directors
For **Sula Vineyards Limited**

Sd/-

Gayathri Iyer
Company Secretary and Compliance Officer
Membership No. A38619

Annexure 1

Brief profile of the Director, along with additional information as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, including disclosures prescribed under Schedule V of the Companies Act, 2013 and Regulation 36(3) of the SEBI Listing Regulations, are as provided below:

Name	Mr. Chaitanya Rathi (DIN 07705302)
Age	41 years
Qualification	- MBA, INSEAD (2015) - MSc, Food Biotechnology, University of Strathclyde (2005) - BSc, Biotechnology, University of Mumbai (2004)
Experience and background	Mr. Chaitanya Rathi is an operator, investor, entrepreneur, and board advisor with over 20 years of experience building, scaling, and investing in high growth businesses across Consumer, Alcobev, Fintech, Hospitality, and Private Equity and Venture Capital. He has a proven track record of scaling businesses from inception to over Rs. 500 crores in revenue while consistently driving growth, profitability, and long-term shareholder value. Mr. Rathi spent over a decade with Sula Vineyards across two leadership tenures. Most recently, as Chief Operating Officer from 2019 to 2023, he led the company through its successful Initial Public Offering (IPO), overseeing multiple business functions and leading a team of more than 400 members. During his earlier tenure between 2006 and 2013, he played a pivotal role in Sula's formative years, including establishing and scaling the company's hospitality business into one of the world’s leading wine tourism destinations. Beyond Sula, Mr. Rathi has held leadership roles across high growth businesses and the investment ecosystem. As Chief Operating Officer of Mswipe Technologies, he built and scaled the company's nationwide sales and service network. As Head of India Venture Capital at DSG Consumer Partners (Everstone Group), he led investments, portfolio management, and value creation initiatives across a diverse portfolio of consumer businesses. Over the course of his investment career, Mr. Rathi has worked closely with founders and management teams of several leading startups, including Epigamia, Raw Pressery, Veeba, Ugaoo, Leverage Edu, and The Health Factory. He has served as a board member or strategic advisor to more than 30 companies globally, including Stranger & Sons, Woodsmen, and Goa Brewing Co. in the Alcobev sector, and has been an active angel investor supporting entrepreneurs for over a decade. Mr. Rathi is currently the Founder of Searchlight ETA, India's first Entrepreneurship Through Acquisition (ETA) and Search Fund platform. Searchlight partners with exceptional operators to acquire, professionalize, and scale high quality small and medium sized

<table>
<tr><td></td><td>enterprises, creating long term value for business owners, management teams, and shareholders.</td></tr>
<tr><td>Nature of Expertise in specific functional areas</td><td>Mr. Rathi is an experienced investor and entrepreneur with expertise in business strategy, scaling businesses, consumer businesses, alcoholic beverages, fintech, retail and venture capital. He has successfully built and scaled businesses from inception to significant scale, with a strong focus on business growth, operational excellence and strategic development.</td></tr>
<tr><td>Terms & conditions of appointment and re-appointment</td><td>Appointed as Additional Non-Executive Non-Independent Director w.e.f. 6th August, 2026, liable to retire by rotation.</td></tr>
<tr><td>Details of Remuneration / commission sought to be paid</td><td>Sitting fees for attending Board/ Committee meetings, on same terms as is applicable to Non-Executive Directors.

Payment of Commission as determined each year by the Board within the limits approved by the Members of the Company for Independent Directors

Rs. 4,00,000/- per annum by way of commission for FY 26-27 (on pro-rata basis), FY 27-28 and FY 28-29 (subject to approval of the Members through this Postal Ballot)</td></tr>
<tr><td>Details of Remuneration/ Commission last drawn</td><td>Nil</td></tr>
<tr><td>Date of first appointment on the Board</td><td>6th August, 2026</td></tr>
<tr><td>Shareholding in the Company</td><td>50,000 equity shares of Rs. 2/- each</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel (KMPs) of the Company</td><td>Nil</td></tr>
<tr><td>The number of Meetings of the Board attended during the year</td><td>Not applicable</td></tr>
<tr><td>Other Directorships, Membership/ Chairmanship of Committees of other Boards</td><td>
<table>
<tr><th>Name of the Company</th><th>Directorship</th><th>Committees</th><th>Membership/ Chairmanship</th></tr>
<tr><td>Keel Private Limited</td><td>Director</td><td>--</td><td>--</td></tr>
<tr><td>Clinevo Technologies Private Limited</td><td>Director</td><td></td><td></td></tr>
<tr><td>Okintek Software Private Limited</td><td>Director</td><td>--</td><td>--</td></tr>
<tr><td>Clinevo Software Private Limited</td><td>Director</td><td>--</td><td>--</td></tr>
</table>
</td></tr>
<tr><td>Listed entities from which the person has resigned in the past three years</td><td>Nil</td></tr>
</table>

STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

<table>
<tr><td>I</td><td colspan="2">General Information</td></tr>
<tr><td>(a)</td><td>Nature of Industry</td><td>The Company's business can be broadly classified under two categories (i) the production of wine, the import of wines and spirits, and the distribution of wines and spirits (the "Wine Business"); and (ii) the sale of services from ownership and operation of wine tourism venues, including vineyard resorts and tasting rooms (the "Wine Tourism Business").</td></tr>
<tr><td>(b)</td><td>Date or expected date of commencement of commercial production</td><td>Not applicable

Company is in existence and operational since 2003</td></tr>
<tr><td>(c)</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td>Not applicable</td></tr>
<tr><td>(d)</td><td>Financial performance based on given indicators as per Audited financial statements for the year ended 31st March, 2026.</td><td><table><tr><th>Particulars</th><th>Rupees in Crores</th></tr><tr><td>Turnover and Other Income</td><td>500.44</td></tr><tr><td>Profit/(Loss) before tax as per Profit & Loss Account</td><td>7.71</td></tr><tr><td>Profit/(Loss) after Tax</td><td>3.10</td></tr></table></td></tr>
<tr><td>(e)</td><td>Foreign investments or collaborators, if any</td><td>There are no foreign investments or collaborations.</td></tr>
<tr><td>II.A.</td><td colspan="2">Information about the Appointee: Mr. Chaitanya Rathi (DIN: 07705302)</td></tr>
<tr><td>(a)</td><td>Background details</td><td>As mentioned in the brief profile as provided above</td></tr>
<tr><td>(b)</td><td>Past remuneration/commission</td><td>As a Director – Nil</td></tr>
<tr><td>(c)</td><td>Recognition or awards</td><td>-</td></tr>
</table>

(d)	**Job profile and their suitability**	Mr. Chaitanya Kamal Rathi possesses extensive leadership, operational and strategic experience spanning over two decades across consumer businesses, alcoholic beverages, hospitality, investments and entrepreneurship. Having previously served as the Chief Operating Officer of the Company, including during the period of its Initial Public Offering, he played a key leadership role in the Company's successful IPO in 2022 and has a deep understanding of the Company's business, operations and industry. His experience in business strategy, operational excellence, investments and value creation is expected to strengthen the Board's strategic oversight and contribute to the Company's long-term growth and value creation.
(e)	**Remuneration/commission proposed**	The details of remuneration proposed to be paid by way of commission to Mr. Chaitanya Rathi have been disclosed in the resolution. It is Rs. 4,00,000/- per annum by way of commission for FY 26-27 (pro-rata basis), FY 27-28 and FY 28-29
(f)	**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**	Taking into consideration the size and scale of the Company, the profile of the position, and the qualifications, expertise, experience and responsibilities of the Director, the remuneration proposed is reasonable, appropriate and aligned with prevailing industry standards and remuneration practices of comparable companies.
(g)	**Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**	Nil