

February 23, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001
Scrip Code: 500135

National Stock Exchange of India Limited

Exchange Plaza, C/1, Block G,
Bandra-Kurla Complex, Bandra (E), Mumbai - 400051
Trading Symbol: EPL

Sub. : Notice of Postal Ballot - EPL Limited (“Company”)

- Ref. :**
- 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“SEBI LODR Regulations”)**
 - 2. General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 (“MCA Circulars”), as issued by the Ministry of Corporate Affairs, Government of India, from time to time**
 - 3. ISIN: INE255A01020**

Dear Sir/ Madam,

We wish to inform you that the Company is seeking approval of its Members for the following Special Businesses:

- appointment of Mr. Anand Kripalu (holding Director Identification Number 00118324) as a Non-Executive, Non-Independent Director of the Company, with effect from April 1, 2026, liable to retire by rotation;
 - appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as a Director of the Company, with effect from January 1, 2026, liable to retire by rotation; and
 - appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as the Managing Director & Global Chief Executive Officer of the Company, for a term of five years with effect from January 1, 2026
- (hereinafter item nos. (i) & (ii) are collectively referred to as “Ordinary Resolutions”, and item no. (iii) is referred to as “Special Resolution”).

The above mentioned approval is sought by way of Postal Ballot - only by voting through electronic means (“remote e-Voting”), in terms of the applicable provisions the Companies Act, 2013 (read with the rules made thereunder) (“Act”), SEBI LODR Regulations (including various circulars issued thereunder, from time to time), and the MCA Circulars.

The Postal Ballot Notice dated February 23, 2026 issued in this regard, which includes the Ordinary Resolutions and Special Resolution, the Explanatory Statement in terms of the provisions of Section 102 of Act, instructions for remote e-Voting and other relevant information (“Notice”), is enclosed herewith.

Please note that in line with the provisions of the aforesaid MCA Circulars, the Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members/ List of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (“Depositories”) and whose Email IDs are registered with the Company/ Depositories, as on Friday, February 20, 2026 (“Cut-off Date”). In compliance with the provisions of applicable laws, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope has not been sent to the Members for this Postal Ballot and hence, the Members will be required to communicate their assent or dissent through the remote e-Voting only.

Brief details of remote e-Voting are as under:

Commencement of remote e-Voting	:	From 9.00 A.M. on Wednesday, February 25, 2026
End of remote e-Voting	:	Up to 5.00 P.M. on Thursday, March 26, 2026
URL for remote e-Voting	:	https://www.evoting.nsdl.com
Name of the Scrutinizer	:	Mr. Dilip Bharadiya, and failing him, Ms. Shivangini Gohel, Partners of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries

The Notice is also available on the website(s) of the Company at www.eplglobal.com under Investors section and NSDL i.e. at www.evoting.nsdl.com, whose services have been availed by the Company for the purpose of providing remote e-Voting facility to the Members.

This is for your information and records.

Thanking you.

Yours faithfully,
For **EPL Limited**

Onkar Ghangurde
Head - Legal, Company Secretary & Compliance Officer
ICSI Membership No.: A30636

Encl.: As above



EPL LIMITED

CIN: L74950MH1982PLC028947

Registered Office: P.O. Vasind, Taluka Shahapur, Thane 421604, Maharashtra; **Tel.:** +91 9673333971/9882

Corporate Office: Top Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai 400013;

Tel.: +91 22 2481 9000/9200; **Fax:** +91 22 2496 3137

Email: complianceofficer@eplglobal.com; **Website:** www.eplglobal.com

POSTAL BALLOT NOTICE

[In terms of the provisions of Section 110 and 108 of the Companies Act, 2013 read with applicable provisions of the Companies (Management and Administration) Rules, 2014 (as amended)]

To,

The Members, EPL Limited

Dear Member(s)¹,

NOTICE is hereby given that EPL Limited ("Company") is seeking approval of the Members for the Special Businesses and the Resolution(s) appended below, in relation to:

- (i) appointment of Mr. Anand Kripalu (holding Director Identification Number 00118324) as a Non-Executive, Non-Independent Director of the Company, with effect from April 1, 2026, liable to retire by rotation;
- (ii) appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as a Director of the Company, with effect from January 1, 2026, liable to retire by rotation; and
- (iii) appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as the Managing Director & Global Chief Executive Officer of the Company, for a term of five years with effect from January 1, 2026,

(hereinafter item nos. (i) & (ii) are collectively referred to as "Ordinary Resolutions"; and item no. (iii) is referred to as "Special Resolution").

The above mentioned approval is sought by way of Postal Ballot - only by voting through electronic means ("remote e-Voting"), in terms of the provisions of Section 110 read with Section 108 and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) ("Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (including various circulars issued thereunder, from time to time) ("SEBI LODR Regulations"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) ("SS-2"), and also in line with various circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") from time to time, more specifically - General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024, and General Circular No. 3/2025 dated September 22, 2025 ("MCA Circulars") (hereinafter, the Act, the Rules, SEBI LODR Regulations, SS-2 and the MCA Circulars are collectively referred to as "applicable laws", for the purposes of this notice).

The Explanatory Statement in terms of the provisions of Section 102 of the Act setting out the material facts, relevant details and reasons/ rationale for the Ordinary Resolutions and Special Resolution, form part of this Notice.

In line with the provisions of the aforesaid MCA Circulars, this Notice is being sent only through electronic form to those Members whose Email IDs are registered with the Company/ Depositories and it will also be made available on the website of the Company i.e. www.eplglobal.com, on the websites of the BSE Limited i.e. at www.bseindia.com, the National Stock Exchange of India Limited i.e. at www.nseindia.com, and also on the website of National Securities Depository Limited ("NSDL") (in the capacity of being the service provider appointed for providing the remote e-Voting facility) at www.evoting.nsdl.com. Please note that in compliance with the provisions of applicable laws, physical copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and hence, the Members are required to communicate their assent or dissent through remote e-Voting only.

¹ The term 'Members' has been used to denote the Equity Shareholders of EPL Limited i.e. the Company.

In compliance with the provisions of Regulation 44 of the SEBI LODR Regulations and in terms of the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of NSDL for the purpose of providing remote e-Voting facility to the Members.

The instructions regarding remote e-Voting and other relevant information are provided in the notes to this Notice. The Members are requested to peruse and refer the same.

Brief details of remote e-Voting are as under:

- Cut-off date Friday, February 20, 2026
[For determining the Members entitled to vote on the Ordinary Resolutions and Special Resolution forming part of this Notice]
- Commencement of remote e-Voting From 9.00 A.M. on Wednesday, February 25, 2026
- End of remote e-Voting Up to 5.00 P.M. on Thursday, March 26, 2026
- URL for remote e-Voting <https://www.evoting.nsdl.com>
- EVEN 138677

The Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting not later than 5:00 p.m. on Thursday, March 26, 2026, failing which it will be considered that no vote has been received from the Member.

Mr. Dilip Bharadiya (FCS 7956 & C.P. No. 6740), and failing him, Ms. Shivangini Gohel, (ACS 25740 & C.P. No. 9205), Partners of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries ("Scrutinizer"), who have communicated their willingness to be appointed for the said purpose, have been appointed to act as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final. The Scrutinizer will submit his report to the Chairman or any person authorized by the Chairman, after completion of scrutiny of the votes received from the Members through remote e-Voting. The results shall be declared within 2 (two) working days from the conclusion of the remote e-Voting and communicated to the Stock Exchanges and Depositories. The results will also be displayed on the website of the Company i.e. www.eplglobal.com and on notice board at the Registered and Corporate office of the Company.

Any person who is not a Member on the abovementioned Cut-off date should treat the Notice for information purpose only.

For any queries/ grievances or guidance for e-Voting, the Members may contact Mr. Onkar Ghangurde, Head - Legal, Company Secretary & Compliance Officer on +91 22 2481 9000/ 9200 or at complianceofficer@eplglobal.com.

SPECIAL BUSINESS

1. Appointment of Mr. Anand Kripalu (holding Director Identification Number 00118324) as a Non-Executive, Non-Independent Director of the Company, with effect from April 1, 2026

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

"RESOLVED THAT pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board", which term shall be deemed to include a Committee of the Board, if any, constituted or authorized to exercise its powers, including the powers conferred by this Resolution), and in terms of the provisions of Section 149, 152, 161 and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) read with the rules made thereunder (as amended) ("Act") and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time, Mr. Anand Kripalu (holding Director Identification Number 00118324), who was appointed by the Board as an Additional (Non-Executive, Non-Independent) Director of the Company with effect from April 1, 2026, to hold office up to the date of the next General Meeting of the Company, and who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company with effect from April 1, 2026, liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any Committee of the Board, constituted or authorized by the Board to exercise the powers conferred by this Resolution, be and is hereby authorized to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution, including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard.”

2. Appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as a Director of the Company, with effect from January 1, 2026

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

“**RESOLVED THAT** pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company (“Board”, which term shall be deemed to include a Committee of the Board, if any, constituted or authorized to exercise its powers, including the powers conferred by this Resolution), and in terms of the provisions of Section 149, 152, 161 and other applicable provisions (if any) of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) read with the rules made thereunder (as amended) (“Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Memorandum and Articles of Association of the Company, Mr. Hemant Bakshi (holding Director Identification Number 02362738), who was appointed as an Additional Director of the Company with effect from January 1, 2026, to hold office up to the next General Meeting of the Company, and who is eligible for appointment and has consented to act as a Director of the Company, and in respect of whom the Company has received a notice under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company with effect from January 1, 2026, liable to retire by rotation, more particularly as explained in the Explanatory Statement annexed to the Postal Ballot Notice dated February 23, 2026.

RESOLVED FURTHER THAT the Board or any Committee of the Board, constituted or authorized by the Board to exercise the powers conferred by this Resolution, be and is hereby authorized to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution, including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard.”

3. Appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as the Managing Director & Global Chief Executive Officer of the Company, for a term of five years with effect from January 1, 2026 to December 31, 2030

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

“**RESOLVED THAT** pursuant to the recommendation and approval of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors of the Company (“Board”, which term shall be deemed to include a Committee of the Board, if any, constituted or authorized to exercise its powers, including the powers conferred by this Resolution), and in terms of Section 196, 197, 198, 203, Schedule V and all other applicable provisions (if any) of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) read with the rules made thereunder (as amended) including the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) (“Act”) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time, Mr. Hemant Bakshi (holding Director Identification Number 02362738), be and is hereby appointed as the Managing Director & Global Chief Executive Officer of the Company (being one of the Key Managerial Personnel of the Company), for a term of 5 (five) years with effect from January 1, 2026 up to December 31, 2030 (both days inclusive), on the terms and conditions, including remuneration, as specified in the agreement entered into between the Company and Mr. Hemant Bakshi (“Agreement”), a summary of which is set out in the Explanatory Statement annexed to the Postal Ballot Notice dated February 23, 2026.

RESOLVED FURTHER THAT during the term of Mr. Hemant Bakshi, the Board, on recommendation of the NRC, be and is hereby authorised to revise, amend, alter and vary the terms and conditions including remuneration, designation, retirement age and provisions of the Agreement, as may be deemed necessary, proper and expedient.

RESOLVED FURTHER THAT notwithstanding anything contained herein, where in any financial year, during the term of Mr. Hemant Bakshi, the Company has no profits or its profits are inadequate, the Board, on recommendation of the NRC, be and is hereby authorised to revise and pay the remuneration to Mr. Hemant Bakshi, in accordance with the provisions of Section II of Part II of Schedule V of the Act or otherwise in accordance with the provisions of the Act, from time to time.

RESOLVED FURTHER THAT in terms of the provisions of Sections 197, 198 and other applicable provisions of the Act, the Board, on recommendation of the NRC, be and is hereby authorised to approve the payment of remuneration to Mr. Bakshi, in excess of the limits specified under Section 197 and/or other applicable provisions of the Act, if any and also, waive the refund of excess payment made by the Company to Mr. Bakshi towards remuneration, if any, as may be deemed necessary, proper and expedient, subject to applicable approvals and disclosures as required in terms of the applicable provisions of the Act.

RESOLVED FURTHER THAT the Board or any Committee of the Board, constituted or authorized by the Board to exercise the powers conferred by this Resolution, be and is hereby authorized to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution, including to authorize any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard."

By order of the Board of Directors,
For **EPL Limited**

Onkar Ghangurde
Head - Legal, Company Secretary & Compliance Officer
ICSI Membership No.: A30636

Date : February 23, 2026
Place : Mumbai

EXPLANATORY STATEMENT IN TERMS OF THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 1:

1. Appointment of Mr. Anand Kripalu (holding Director Identification Number 00118324) as a Non-Executive, Non-Independent Director of the Company, with effect from April 1, 2026

The Members are requested to note that the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”), at their respective meetings held on October 8, 2025, took note of the retirement of Mr. Anand Kripalu from the post of Managing Director & Global CEO, with effect from the closure of business hours on December 31, 2025. Thereafter, in view of Mr. Kripalu having agreed to continue as a Member of the Board of Directors and to be in the employment of the Company until March 31, 2026, in an advisory capacity and for any assistance required, the Board approved the change in his designation as the ‘Executive Director’ of the Company, from January 1, 2026 up to March 31, 2026.

Further, considering Mr. Kripalu’s significant contributions during his tenure as the Managing Director & Global CEO and based on the recommendation of its NRC, the Board, at its meeting held on October 8, 2025, considered and approved the appointment of Mr. Anand Kripalu (holding Director Identification Number 00118324) as an Additional Director of the Company with effect from April 1, 2026, proposed to be appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, subject to approval of the Members of the Company, whereby he can continue offering strategic guidance to the Company as a part of the Board of Directors.

In terms of the provisions of Section 161 of the Companies Act, 2013 (“Act”), Mr. Kripalu will hold office up to the commencement of the ensuing Annual General Meeting of the Company to be held in 2026. However, in terms of the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), for appointment of a Director, approval of Members of the Company is required to be obtained at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Hence, the Company will be required to seek approval of the Members on or before June 30, 2026. Accordingly, through this Postal Ballot, an approval of the Members is being sought for the appointment of Mr. Anand Kripalu as a Non-Executive, Non-Independent Director of the Company, with effect from April 1, 2026, liable to retire by rotation.

Brief Profile of Mr. Anand Kripalu:

Mr. Anand Kripalu has more than 30 years of industry experience in the fast-moving consumer goods (FMCG) industry. He joined the Board of Directors of the Company, in August 2021, as the Managing Director & Global CEO of the Company. Prior to joining the Company, he spent seven years as the MD & CEO of Diageo India, leading beverage alcohol company. He was also a member of Diageo’s Global Executive Committee. Prior to joining Diageo, he spent almost eight years with Mondelez International (earlier, Cadbury), where he served as the President of India and South East Asia. Prior to Mondelez, he spent 22 years at Unilever in various general management and sales and marketing roles. He left Unilever as the MD of East Africa, where he turned around a loss-making business to deliver double-digit growth. Mr. Kripalu holds an MBA from IIM, Calcutta, where he received the Distinguished Alumnus Award. He received his Bachelor of Technology in Electronics from IIT, Madras, and also completed the Advanced Management Program from Wharton Business School.

Additional details as required under Regulation 36 of SEBI LODR Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) (“SS-2”), are included in the Annexure to this Notice. The Company has received a notice in writing in terms of the provisions of Section 160 of the Act, proposing the appointment of Mr. Kripalu as a Director of the Company.

Further, Mr. Kripalu has provided:

- a) his consent to act as a Director of the Company in Form DIR 2, in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) an intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act for being appointed as a Director;
- c) other form(s), declaration(s) and details as per the applicable policy(ies) of the Company; and
- d) affirmation that he is not debarred from holding the office of a director by virtue of Securities and Exchange Board of India (SEBI) order or any other such authority.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Kripalu would be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings, and also commission, if recommended by the NRC and approved by the Board, subject to the limits as specified under the Act and rules made thereunder.

The Board acknowledges Mr. Kripalu's enormous contribution in strengthening Company's market leadership during his tenure as the Managing Director & Global CEO of the Company, and considers that his qualifications, rich experience, expertise and vast knowledge will continue to be valuable to the Board and the Company. Further, in the opinion of the NRC and the Board, Mr. Kripalu possesses the requisite skills and capabilities required for the role of a Non-Executive Director of the Company. Accordingly, the Board recommends the Ordinary Resolution with respect to the appointment of Mr. Kripalu as a Non-Executive, Non-Independent Director of the Company, as set out in Item No. 1 of the Notice, and approval of the Members is sought in terms of the provisions of Sections 149, 152 and other applicable provisions of the Act, if any, read with the applicable rules made thereunder and SEBI LODR Regulations.

Mr. Anand Kripalu is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel. Further, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Kripalu and his relatives, is/are in any way concerned or interested (financially or otherwise), in the proposed Ordinary Resolution.

Item No. 2 & 3:

- 2. Appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as a Director of the Company, with effect from January 1, 2026; and**
- 3. Appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738) as the Managing Director & Global Chief Executive Officer of the Company, for a period of five years with effect from January 1, 2026 to December 31, 2030**

The Members are requested to note that in view of the retirement of Mr. Anand Kripalu, Managing Director & Global CEO of the Company with effect from the closure of business hours on December 31, 2025, the Board of Directors ("Board") at its meeting held on October 8, 2025, based on the recommendation of its Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Hemant Bakshi (holding Director Identification Number 02362738),

- a) as the 'Chief Executive Officer - Designate' of the Company with effect from October 13, 2025 and up to December 31, 2025;
- b) as an Additional Director of the Company with effect from January 1, 2026, to hold office up to the date of the next General Meeting of the Company; and
- c) as the Managing Director & Global Chief Executive Officer of the Company (being one of the Key Managerial Personnel), for a term of 5 (five) years with effect from January 1, 2026 up to December 31, 2030 (both days inclusive), subject to the approval of the Members of the Company, along with other matters related thereto, including tenure, terms of appointment, remuneration etc.

In terms of the provisions of Section 161 of the Companies Act, 2013 ("Act"), Mr. Bakshi will hold office up to the commencement of the ensuing Annual General Meeting of the Company to be held in 2026. However, in terms of the provisions of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), for appointment of a Director, approval of Members of the Company is required to be obtained at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier. Hence, the Company is required to seek approval of the Members on or before March 31, 2026, and accordingly, approval of the Members is being sought for the appointment of Mr. Hemant Bakshi as the Managing Director of the Company, through this Postal Ballot.

Brief Profile of Mr. Hemant Bakshi:

Mr. Hemant Bakshi has over 30 years of experience in the fast moving consumer goods (FMCG) industry. He spent three decades at Unilever in senior leadership roles across India and Indonesia, including as CEO of Unilever Indonesia, a \$3 billion public listed business and later as Non-executive Chairman of Unilever Indonesia. He drove consistent profitable growth, transformed go-to-market strategies, and led diversity and inclusion initiatives. He also founded and led GroNext Technologies, a Unilever-

funded venture building a B2B marketplace for traditional trade stores, scaling it to 12 markets across Latin America, Asia, and Turkey with over \$1 billion in GMV. Mr. Bakshi received his Bachelor of Technology in Chemical Engineering from IIT, Mumbai and holds an MBA from IIM, Ahmedabad.

Additional details as required under Regulation 36 of SEBI LODR Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) ("SS-2"), are included in the Annexure to this Notice. The Company has received a notice in writing in terms of the provisions of Section 160 of the Act, proposing the appointment of Mr. Bakshi as the Director of the Company.

Further, Mr. Bakshi has provided:

- a) his consent to act as a Director of the Company in Form DIR 2, in terms of Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- b) an intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act for being appointed as a Director;
- c) other form(s), declaration(s) and details as per the applicable policy(ies) of the Company; and
- d) affirmation that he is not debarred from holding the office of a director by virtue of Securities and Exchange Board of India (SEBI) order or any other such authority.

The terms and conditions of the appointment for Mr. Bakshi, including remuneration, shall be governed by the provisions of the Agreement entered into between the Company and Mr. Bakshi ("said agreement"). A copy of the said agreement shall be made available to the Members for inspection on a written request, and a summary of the terms and conditions of the appointment, including remuneration to be paid to Mr. Bakshi, *inter alia*, is as under:

1. **Term:** 5 (five) years, with effect from January 1, 2026, up to December 31, 2030 (both days inclusive).
2. **Salary and allowances:** (a) Basic Salary: Rs. 2,70,00,000/- p.a. and, (b) allowances: Rs. 2,84,61,300/- p.a.
3. **Variable Remuneration:** In addition to the salary, allowances, and perquisites etc., Mr. Bakshi shall be entitled to receive discretionary annual variable remuneration of an amount not exceeding Rs. 2,00,00,000/-, based on his individual performance and performance of the Company as may be determined by the Board / NRC, for each financial year.
4. **Perquisites and benefits:** He shall also be entitled to such perquisites, benefits, reimbursements etc., including retirement benefits, provident fund, gratuity, and other allowances or benefits, as may be approved by the Board and/or as per the policy of the Company in force, from time to time.
5. **Increment:** Mr. Bakshi shall be entitled for an annual increment in remuneration, as approved by the NRC / Board, keeping in view his achievement or role and responsibilities and performance of the Company.
6. **Employee Stock Options:** Mr. Bakshi would be entitled to participate in employee incentive plans, employee stock options plans including Employee Stock Option Scheme 2020/ 2025 as may be determined by the Board or NRC from time to time, at their discretion.
7. The office of the Managing Director & Global Chief Executive Officer may be terminated by the Company or the concerned Director by giving the other three months' prior notice in writing, subject to provisions of the Agreement.

The terms and conditions for appointment, including remuneration, may be altered and varied by the NRC / Board, as it may be necessary or decided from time to time. Further, as an enabling approval, it is proposed to authorize the NRC/ Board to approve remuneration in excess of the ceiling as referred in the resolution, if and when deemed necessary and appropriate.

The Resolutions and Explanatory Statement should be considered as disclosure and information under applicable statutory provisions as may be applicable or necessary including written memorandum in terms of the provisions of Section 190 of the Act.

It is clarified that Mr. Bakshi, during his term as the Managing Director & Global Chief Executive Officer, shall not be liable to retire by rotation, and his office shall be liable to retire by rotation only in case he continues his directorship in a non-executive capacity.

The Board considers that the rich experience and vast knowledge of Mr. Bakshi will be valuable to the Board and the Company. Further, considering his qualifications and expertise, in the opinion of the NRC and the Board, Mr. Bakshi possesses the requisite skills and capabilities required for the role of a Managing Director & Global Chief Executive Officer of the Company. Accordingly, the Board recommends –

- a) the Ordinary Resolution with respect to the appointment of Mr. Bakshi as a Director of the Company, with effect from January 1, 2026; and
- b) the Special Resolution with respect to the appointment of Mr. Bakshi as the Managing Director & Global Chief Executive Officer of the Company, for a period of five years with effect from January 1, 2026 to December 31, 2030

as set out in Item Nos. 2 and 3 of the Notice, and approval of the Members is sought in terms of the provisions of Sections 149, 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Act read with the applicable rules made thereunder and SEBI LODR Regulations.

Mr. Hemant Bakshi is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel. Further, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives, except Mr. Bakshi and his relatives, is/are in any way concerned or interested (financially or otherwise), in the proposed Ordinary and Special Resolution.

By order of the Board of Directors,
For **EPL Limited**

Onkar Ghangurde
Head - Legal, Company Secretary & Compliance Officer
ICSI Membership No.: A30636

Date : February 23, 2026
Place : Mumbai

NOTES FOR THE ATTENTION OF MEMBERS

1. The Explanatory Statement in terms of the provisions of Section 102 of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof, for the time being in force) ("Act") read together with the rules made thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, stating all material facts and reason/ rationale for the proposal is included as a part of this Notice, hereinabove.
2. In terms of the provisions of Section 110 and other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended) ("Rules"), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (including various circulars issued thereunder, from time to time) (as amended) ("SEBI LODR Regulations"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) ("SS-2"), and also in line with the various circulars issued by the Ministry of Corporate Affairs, Government of India ("MCA") from time to time, more specifically - General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023, General Circular No. 9/2024 dated September 19, 2024, and General Circular No. 3/2025 dated September 22, 2025 ("MCA Circulars") (hereinafter, the Act, the Rules, SEBI LODR Regulations, SS-2 and the MCA Circulars are collectively referred as "applicable laws"), approval of the Members is being sought for the Resolutions contained in this Postal Ballot Notice dated February 23, 2026, by way of Postal Ballot - only by voting through electronic means ("remote e-Voting").
3. In line with the provisions of the aforesaid MCA Circulars, this Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") (hereinafter, NSDL and CDSL are collectively referred as "Depositories") and whose Email IDs are registered with the Company/ Depositories, as on Friday, February 20, 2026 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purpose only. However, it is clarified that all 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 Email IDs with the Company/ Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.
4. This Notice would also be available on the website of the Company i.e. www.eplglobal.com, on the respective websites of the Stock Exchanges where Equity Shares of the Company are listed i.e. BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") at www.nseindia.com, and also on the website of NSDL (in the capacity of being the service provider appointed for providing the e-Voting facility) at www.evoting.nsdl.com.
5. In compliance with the provisions of Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, and in accordance with the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-Voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and hence, the Members are required to communicate their assent or dissent through the remote e-Voting only. Newspaper advertisement regarding this Postal Ballot shall also be published as per statutory requirements.
6. The remote e-Voting period will commence on Wednesday, February 25, 2026 at 9:00 A.M. and will end on Thursday, March 26, 2026 at 5:00 P.M. During the said period, Members of the Company, holding shares either in physical form or in Dematerialised form as on Cut-off Date Friday, February 20, 2026, may cast their vote electronically and the e-Voting module shall be disabled for voting thereafter. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off Date. Once the vote on the resolutions is cast by the Member, the same shall not be allowed to be changed subsequently.
7. 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. Thursday, March 26, 2026. Further, resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.

8. The Company has appointed Mr. Dilip Bharadiya (FCS 7956 & C.P. No. 6740), and failing him, Ms. Shivangini Gohel, (ACS 25740 & C.P. No. 9205) Partners of M/s. Dilip Bharadiya & Associates, Practicing Company Secretaries to act as the Scrutinizer to scrutinize the remote e-Voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in this Postal Ballot will be final. He shall, within the statutory timelines, submit his Report of the total votes cast in favour or against of the resolutions, to the Chairman or any person authorized by the Chairman, after completion of scrutiny of the votes received from the Members through remote e-Voting. The results shall be declared within 2 (two) working days from the conclusion of the remote e-Voting and communicated to the Stock Exchanges and Depositories. The results will also be displayed on the website of the Company i.e. www.eplglobal.com and on the notice board at the Registered and Corporate office of the Company.
9. The Members cannot exercise votes by proxy. However, Corporate and Institutional Members shall be entitled to vote through their Authorized Representatives with proof of their authorization. Such Corporate and Institutional members (i.e. other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to vote through remote e-Voting on its behalf, to the Scrutinizer by Email through its registered Email ID at dilipbcs@gmail.com with a copy marked to legal-secretarial@eplglobal.com not later than Thursday, March 26, 2026 by 5.00 P.M., for the Scrutinizer to determine the validity of the votes.
10. Relevant documents referred to in this Notice and the explanatory statement will be open for inspection by the Members, at the Registered Office and the Corporate Office of the Company, on all working days between 11.00 A.M. to 2.00 P.M., from the date of dispatch until the last date for receipt of votes by remote e-Voting. Alternately, the Members may also send their requests to legal-secretarial@eplglobal.com from their registered Email ID mentioning their names, folio numbers, DP ID and Client ID during the voting period of the Postal Ballot, for an online inspection.

11. VOTING THROUGH ELECTRONIC MODE

In compliance with the provisions of Section 108 of the Act, read with the Rules, and Regulation 44 of the SEBI LODR Regulations, the Company is pleased to provide the facility to exercise their right to vote on resolutions proposed to be considered by way of Postal Ballot - only by voting through electronic means. The facility of casting the votes by the Members using an electronic voting system will be provided by NSDL (i.e. National Securities Depository Limited).

The Members must read the detailed procedure on e-Voting (i.e. for conveying assent or dissent through electronic mode) on NSDL e-Voting system, which consists of "Two Steps", as mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Members holding securities in Dematerialised form

In terms of the circular dated December 9, 2020 issued by the Securities and Exchange Board of India ("SEBI"), on e-Voting facility provided by Listed Companies, Individual Members holding securities in Dematerialised form are allowed to vote through their Demat Account maintained with Depositories and DP. The Members are advised to update their mobile number and Email ID in their Demat Account in order to access e-Voting facility.

Login method for Individual Members holding securities in Dematerialised form is given below:

Type of Members	Login Method
Individual Members holding securities in Dematerialised form with NSDL	(i) For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . and enter your 8-digit DP ID, 8-digit Client ID, PAN, verification code and generate OTP. Enter the OTP received on registered Email ID/mobile number and click on "Login". After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of Members	Login Method
	<p>(ii) If you are an existing IDeAS user, you 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, you shall 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.</p> <p>(iii) 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</p> <p>(iv) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat Account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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.</p> <p>(v) Members can also download NSDL Mobile App “NSDL Speede” (which is available on Apple App Store and Google Play Store) by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Members holding securities in Dematerialised form with CDSL</p>	<p>(i) 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.</p> <p>(ii) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, links are also provided to access the system of all e-Voting Service Provider, so that the user can visit the e-Voting service providers’ website directly.</p>

Type of Members	Login Method
	<p>(iii) 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.</p> <p>(iv) 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Members (holding securities in Dematerialised form) 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. On clicking the e-Voting option, you will be redirected to NSDL/CDSL Depository site. After successful authentication, 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.

Helpdesk for Individual Members holding securities in Dematerialised form for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in Dematerialised form 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 Members holding securities in Dematerialised form 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 Members other than Individual Members holding securities in Dematerialised form and Members holding securities in physical form:

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

- (i) 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.
- (ii) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can 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.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Dematerialised (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 eg. 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 eg. 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 eg. If folio number is 001*** and EVEN is 101456 then User ID is 101456001***

(v) Password details for Members other than Individual Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will request you to change your password.
- c) How to retrieve your 'initial password'?
 - 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 or 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'.
 - **If your Email ID is not registered, please follow steps mentioned below in process for those Members whose Email IDs are not registered.**

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your Demat Account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical form) 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.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

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

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

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

- (i) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (ii) Select "EVEN" of **EPL Limited** i.e. 138677 for casting your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) 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.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

12. General Guidelines for Members

- (i) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by Email to dilipbcs@gmail.com with a copy marked to evoting@nsdl.com.
- (ii) Institutional Members (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.
- (iii) It is strongly recommended that Members shall not 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.
- (iv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the download section of www.evoting.nsdl.com or call on +91 22 4886 7000 and/ or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com or to Mr. Onkar Ghangurde, Company Secretary, at complianceofficer@epglobal.com.

13. Process for those Members whose Email ID is not registered with the Depositories/ Company for procuring User ID and password and registration of Email IDs for e-Voting for the resolutions set out in this notice

- (i) Members whose shares are held in physical form, are requested to provide Folio No., Name of Member, 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 legal-secretarial@epglobal.com.
- (ii) Members whose shares are held in Dematerialised form, are requested to 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 legal-secretarial@epglobal.com.
- (iii) If you are an Individual Member holding securities in Dematerialised form, you are requested to refer the login method explained at **Step 1(A)** i.e. **Login method for e-Voting for Individual Members holding securities in Dematerialised form.**
- (iv) Alternatively, Members may send a request to evoting@nsdl.com, with a copy to legal-secretarial@epglobal.com, for procuring User ID and password for e-Voting by providing above mentioned documents.
- (v) In terms of circular dated December 9, 2020 issued by the Securities and Exchange Board of India (SEBI), on e-Voting facility to be provided by Listed Companies, Individual Members holding securities in Dematerialised form are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Members are required to update their mobile number and Email ID correctly in their Demat Account in order to access e-Voting facility.

(vi) Members may contact Mr. Surje Singh, General Manager - Legal & Secretarial on +91 22 2481 9000 and Email their query at legal-secretarial@epglobal.com for guidance/ to avail facilities for matters as mentioned in this Notice.

14. Communication through Email

As a responsible corporate citizen, the Company endeavors to do its bit to protect the environment by reducing its carbon footprint. In conformity with the legal provisions, the Company shall communicate all important and relevant information and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the Email IDs of the Members. Further, information in this respect is also posted on the website of the Company i.e. www.epglobal.com.

This initiative would enable the Members to receive communication promptly besides paving way for reduction in paper consumption and wastage.

To support this green initiative, the Members holding shares in Dematerialised form, are requested to register their Email ID through their respective DP and the Members holding shares in Physical form, are requested to update their Email ID with the Company/ RTA.

To support this Green Initiative, the Members who have not registered their Email IDs so far, are requested to register the same in the following manner:

- a. the Members holding shares in Dematerialised form, are requested to register their Email ID through their respective Depository Participant ("DP"); and
- b. the Members holding shares in Physical form, are requested to update their Email ID with the Company/ RTA, by writing to legal-secretarial@epglobal.com, along with their name and folio number.

In case of any change in the Email ID, the Members can update it in the same manner as mentioned above.

15. Online mechanism for processing of Investor service requests and complaints.

In terms of the provisions of the Circular bearing ref. no. SEBI/HO/MIRSD/MIRSD-PoD-1/CIR/2023/72 dated June 8, 2023, issued by the Securities and Exchange Board of India, the Registrar and Transfer Agents of the Company viz. M/s. Bigshare Services Pvt. Ltd. have developed and implemented a user-friendly online mechanism/ portal for processing of Investor service request and complaints on their Website under the heading 'iConnect'.

iConnect is a cutting-edge application designed to streamline investor service requests and offers following features to cater to Members' investment needs:

➤ Check Holding Details	➤ Raise Service Requests
➤ Track Service Requests	➤ Raise Grievances
➤ Track Grievances	➤ Download Forms and Procedures
➤ User-Friendly Interface	➤ Real-Time Updates
➤ Secure and Reliable	➤ Guided by SEBI

The Members are requested to visit www.bigshareonline.com to learn more about **iConnect**.

Details of the Directors seeking Appointment

[In terms of the provisions of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (as amended) - SS-2]

1.	Name of Director	Mr. Anand Kripalu	Mr. Hemant Bakshi
2.	Director Identification Number	00118324	02362738
3.	Nationality	Indian	
4.	Date of Birth/ Age	October 2, 1958/ 67 Years	March 23, 1964/ 61 Years
5.	Qualifications	B.Tech (Electronics) and MBA	B.Tech (Chemical Engineering) and MBA
6.	Experience (including expertise in specific functional area) / Brief Resume	As mentioned in the Explanatory Statement, which is included as a part of the Notice	
7.	Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Strategy • Business Management • Manufacturing, Quality and Supply Chain 	<ul style="list-style-type: none"> • Strategy • Business Management • Leadership, Sales and Marketing
8.	Date of first appointment on the Board	August 18, 2021 (i.e. the date on which Mr. Anand Kripalu was appointed as the Additional Director on the Board)	January 1, 2026 (i.e. the date on which Mr. Hemant Bakshi was appointed as the Additional Director on the Board)
9.	Number of Board Meetings attended during the year (FY 25-26)	6 out of 6	1 out of 1
10.	Directorship in other companies as on date of this Notice ⁽¹⁾	United Breweries Limited Swiggy Limited Lupin Limited	Nil
11.	Membership/ Chairmanship of Committees of other Boards ⁽²⁾	United Breweries Limited: <i>Chairman of Stakeholders Relationship & Share Transfer Committee, and Member of Audit Committee</i> Swiggy Limited: <i>Member of Audit Committee</i> Lupin Limited: <i>Member of Audit Committee</i>	Nil
12.	Names of Listed entities from which person has resigned in past 3 years	Nil	Nil
13.	Terms and Conditions of appointment	It is proposed to appoint Mr. Anand Kripalu as a Non-Executive Non-Independent Director of the Company with effect from April 1, 2026, liable to retire by rotation.	It is proposed to appoint Mr. Hemant Bakshi as the Managing Director & Global Chief Executive Officer of the Company, for a term of five years with effect from January 1, 2026 to December 31, 2030.

14.	Remuneration sought to be paid	Mr. Anand Kripalu shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings, and also commission, if recommended by the Nomination and Remuneration Committee and approved by the Board, subject to the limits as specified under the Companies Act, 2013 (as amended) and rules made thereunder.	As mentioned in the Explanatory Statement, which is included as a part of the Notice.
15.	Remuneration last drawn	Rs. 1,176.77 lakhs ⁽³⁾	Not applicable
16.	Shareholding in the Company including shareholding as a beneficial owner as on the date of notice	7,01,986 equity shares	Nil
17.	Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	

Notes:

1. The number excludes directorships in private companies, foreign companies, high value debt listed companies, companies registered under Section 8 of the Companies Act, 2013 and alternate directorships.
2. The details represent Chairmanships/ Memberships of Audit Committee and Stakeholders Relationship Committees of other companies.
3. This denotes total remuneration paid to Mr. Anand Kripalu during Financial Year 2024-25 and includes the value of Perquisites (notional) pursuant to exercise of stock options under the Employee Stock Option Scheme 2020.