05th February, 2026

BSE Ltd.
Corporate Relation Department,
Listing Department,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 023.
Scrip Code: 532867

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex
Bandra (East) Mumbai–400 051
NSE Symbol: V2RETAIL

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of Postal Ballot dated February 03, 2026 that has been sent to the members on February 05, 2026 for seeking their approval by means of postal ballot through remote e-voting on the following business items:

S. No	Particulars	Type of Resolution
1.	**Sub-division of Equity Shares**	Ordinary
2.	**Alteration of the Capital Clause of Memorandum of Association**	Ordinary

The e-voting facility will be available during the following period

Commencement of e-Voting	Friday, February 06, 2026 (09:00 am)
End of e-Voting	Sunday, March 08, 2026 (05:00 pm)

The Postal Ballot Notice is also being uploaded on the Company's website at https://v2retail.com/.

We request you to take the above on record as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,
YOURS FAITHFULLY,
FOR V2 RETAIL LIMITED

SHIVAM AGGARWAL

Digitally signed by SHIVAM AGGARWAL
DN: c=IN, postalCode=110094, st=DELHI, street=NORTH EAST DELHI, l=NORTH EAST DELHI, o=Personal, serialNumber=3e88f4434adc5ec70046e4c578ac34acd476834a6caa13e0b6f28c5c6b0199a5, pseudonym=d11d52fb3f9237b054949fcc202c3b4, 2.5.4.20=b29958f65988a235c19439d3b96d7e4c283a36630f928bf77e25f2e09ab2c161, email=FICSHIVAM1994@GMAIL.COM, cn=SHIVAM AGGARWAL
Date: 2026.02.05 14:06:00 +05'30'

SHIVAM AGGARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: As above

V2 RETAIL LIMITED

CIN: L74999DL2001PLC147724
Reg. off.: Khasra No. 928, Extended Lal Dora Abadi Village Kapashera,
Tehsil Vasant Vihar, South West Delhi, Delhi-110037
Corporate Off.: 2nd Floor, 13, Sub. Major Laxmi Chand Rd,
Maruti Udyog, Sector 18, Gurugram, Sarhol, Haryana 122015
E-mail: customercare@v2kart.com Website: www.v2retail.com
Tel.: 011-41771850

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 3/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolutions set out below are proposed to be passed by the members of V2 Retail Limited ("Company") by means of a Postal Ballot, only by way of remote e-voting process. The proposed resolutions and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102(1) of the Act read with the Rules, the MCA Circulars and Regulation 17(1) of the SEBI Listing Regulations, are appended below. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to remote e-voting ("e-voting"), i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head 'Instructions for e-voting' at Note 7, which the members are requested to carefully read. The Board of Directors of the Company have appointed Mr. Sharwan Kumar Goel (Kumar Sarwan & Co.), Chartered Accountant in Practice (Firm Registration No.027892N), as the Scrutiniser, for conducting the Postal Ballot process in a fair and transparent manner. Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Sunday, 08th March, 2026. The Company has engaged the services of MUFG Intime India Private Limited Link Intime India Private Limited (Intime) for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in Note 6 in this Postal Ballot Notice.

After completion of scrutiny of the votes cast, the Scrutiniser will submit the Scrutiniser's Report to the Chairman of the Company, or in his absence, the Wholetime Director & CEO or the Company Secretary. The results of the e-voting will be announced by the Chairman of the Company, or in his absence, the Wholetime Director & CEO or the Company Secretary, on or before Tuesday, 10th March, 2026. The said results, along with the Scrutiniser's Report, will be placed on the website of the Company and also displayed at the Registered Office of the Company. The same will also be simultaneously forwarded to the Stock Exchanges where the equity shares of the Company are listed, for placing the same on their websites. The resolutions, if approved, will be deemed to have been duly passed on the last date specified for e-voting, i.e., Sunday, 8th March, 2026.

SPECIAL BUSINESS:

1. Sub-division of Equity Shares

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

"**RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (the "**Act**"), including the Companies (Share Capital and Debenture) Rules, 2014, read with the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable (including in each case, any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall be deemed to include any existing committee duly constituted or to be constituted by the Board), approval of the Members of the Company be and is hereby accorded for subdividing / splitting the equity shares of the Company, such that each fully paid-up equity share having face value of ₹ 10/- (Rupees Ten Only) each be sub-divided into 10 (Ten) fully paid-up equity shares having face value of ₹ 1/- (Rupees One Only) each ranking pari-passu with each other in all respects, with effect from the record date to be determined at a later date by the Board for this purpose ("**Record Date**").

RESOLVED FURTHER THAT upon sub-division / split of equity shares as aforesaid, with effect from the Record Date:

a) for the equity shares held in physical form, to the extent applicable, the existing Share Certificate(s) in relation to the existing fully paid equity shares having face value of ₹ 10/- (Rupees Ten Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and the Board / Company's registrar and share transfer agents, without requiring the Members to surrender their existing share certificate(s), may issue letter of confirmation(s) in lieu of existing share certificate(s) in compliance with the prevailing laws/ guidelines in this regard; and

b) for the equity Shares held in dematerialized form, the sub-divided / split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

2. Alteration of the Capital Clause of Memorandum of Association

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

RESOLVED FURTHER THAT pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (the "**Act**"), including the Companies (Share Capital and Debenture) Rules, 2014, other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable (in each case, including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required and on the recommendation of the Board of Directors of the Company (hereinafter referred to as the "**Board**", which

expression shall be deemed to include any existing committee duly constituted or to be constituted by the Board), approval of the Members of the Company be and is hereby accorded to alter, modify and/or substitute the existing Clause 5 of the Memorandum of Association of the Company to the extent applicable in the following manner:

Existing Authorised Share Capital

"The Authorized Share Capital of the Company is ₹ 45,84,00,000 divided into 4,00,00,000 Equity Shares of ₹ 10 each and 4,00,000 Preference Shares of ₹ 146 each"

***Proposed Change in* Authorised Share Capital**

"The Authorized Share Capital of the Company shall be ₹ 45,84,00,000 divided into 45,84,00,000 Equity Shares of ₹ 1 each."

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to make all the requisite alterations, modifications and adjustments under the Employee Stock Option Scheme 2016, as may be necessary due to sub-division/split of equity shares of the Company.

RESOLVED FURTHER THAT the sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Ram Chandra Agarwal, Chairman & Managing Director, Mr. Akash Agarwal, Whole Time Director and Mr. Shivam Aggarwal, Company Secretary & Compliance Officer, be and are hereby authorized to do all such acts, deeds, matters and things including to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division / split of equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorized Representative(s) of the Company including for signing or/and execution of necessary paper(s), document(s), etc, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division/ split of equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations."

By Order of the Board
For V2 Retail Limited

Shivam Aggarwal
Company Secretary & Compliance Officer
M. No.: A55785

Date: February 03, 2026
Place: Gurugram

Notes:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") and other applicable provisions, if any, setting out all the material facts relating to and the recommendation of the Board of Directors pursuant to Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") in respect of the resolutions comprising Special Business at Item Nos. 1 to 3 contained in this Postal Ballot Notice dated Tuesday, 03rd February 2026, is annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appeared in the Register of Members/List of Beneficial Owners as on Friday, 30th January, 2026, received from the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") (collectively referred to as "Depositories") and whose e-mail address is registered with the Company/Depositories/Depository Participants. A copy of this Postal Ballot Notice will also be available on the website of the Company https://v2retail.com/, the relevant section of the websites of the Stock Exchanges on which the equity shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and the website of NSDL, www.evoting.nsdl.com, the remote e-voting service providing agency to the Company.

3. In accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice, along with postal ballot form and postage pre-paid business reply envelope, are not being sent to any member. Accordingly, the communication of the assent or dissent of the members eligible to vote is restricted only to remote e-voting ("e-voting"), i.e., by casting votes electronically instead of submitting postal ballot forms.

4. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

5. The Cut-off date for the purpose of reckoning voting rights shall be Friday, 30th January, 2026 ("Cut-off Date"). Members holding equity shares of the Company as on the Cut-off Date ("Eligible Members") only shall be entitled to vote through remote e-voting process in relation to the resolutions specified in this Postal Ballot Notice. A person who becomes a member after the Cut-off Date is not eligible to vote.

   Members are required to update their mobile number and e-mail ID correctly in their Demat account in order to access e-voting facility. After successful submission of the e-mail ID, the Company or NSDL will share an electronic copy of the Postal Ballot Notice within 48 hours of receiving details of e-mail ID. It may be noted that the Company/ MUFG Intime India Private Limited Link Intime India Private Limited (Intime)"/"RTA") may use the e-mail address of such member (in case of physical shareholding) for sending all future correspondence (including Annual Reports, Notices, intimations, etc.) electronically and that the member would be deemed to have consented to the same.

6. **INSTRUCTIONS FOR E-VOTING**:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

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

Shareholders not registered for IDeAS facility:

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

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

Google Play App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

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

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

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

Shareholders not registered for Easi/ Easiest facility:

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

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

a) Login to DP website
b) After Successful login, user shall navigate through “e-voting” option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **“Login”** under ‘SHARE HOLDER’ tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click “Submit”.
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)

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

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **“Sign Up”** under ‘SHARE HOLDER’ tab & register with details as under:
   1. User ID: Enter User ID
   2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders holding shares in **NSDL form**, shall provide 'D' above
   - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

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

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

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

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

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

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on “Investor Mapping” tab under the Menu Section
C. Map the Investor with the following details:

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

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

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

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

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

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

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

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

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS, ALONG WITH THE RATIONALE FOR RECOMMENDATION OF THE ITEMS OF BUSINESS BY THE BOARD OF DIRECTORS PURSUANT TO REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts and recommendation of the Board of Directors pursuant to Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the items of Special Business, mentioned in this Postal Ballot Notice dated Tuesday, 03rd February, 2026:

Item Nos. 1 and 2:

Presently "The Authorized Share Capital of the Company is ₹ 45,84,00,000 divided into 4,00,00,000 Equity Shares of ₹ 10 each and 4,00,000 Preference Shares of ₹ 146 each" and its Issued, Subscribed and Paid-up Equity Share Capital is paid up share ₹ 36,46,37,550 divided into 3,64,63,755 Equity Shares of ₹ 10 each. The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited.

The Company is completing 25 years of its incorporation during the current year. In line with this significant milestone and with a view to enhancing shareholder value and broadening investor participation, the Board of Directors of the Company, at its meeting held on Tuesday, 03rd February, 2026, considered and approved, subject to the approval of the Members, the proposal for sub-division of the equity shares of the Company.

In order to provide enhanced liquidity to the Company's equity shares in the stock market and to make the shares more affordable and accessible to retail and small investors, it is proposed to sub-divide each existing equity share of the Company having a face value of ₹10 (Rupees Ten) each into Ten (10) equity shares having a face value of ₹1 (Rupee One) each, fully paid-up, pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013, read with the applicable rules made thereunder and other applicable provisions of law.

The Record Date for the purpose of determining the entitlement of the Members for the sub-division of equity shares shall be fixed by the Board of Directors after obtaining the approval of the Members through the Postal Ballot. In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on February 03, 2026, approved the aforesaid sub-division subject to requisite approval of the members.

There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares. The sub-division of equity shares proposed under business item No. 1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company of the Company as set out under item no. 2 of this Notice. Pursuant to Sections 13,14,61 and other applicable provisions of the Act and the Rules made thereunder,

approval of the members by way of Ordinary Resolution is required for sub-division and carrying out any amendment to the Memorandum and Articles of Association of the Company.

Existing Authorised Share Capital

"The Authorized Share Capital of the Company is ₹ 45,84,00,000 divided into 4,00,00,000 Equity Shares of ₹ 10 each and 4,00,000 Preference Shares of ₹ 146 each"

Proposed Change in **Authorised Share Capital**

"The Authorized Share Capital of the Company shall be ₹ 45,84,00,000 divided into 45,84,00,000 Equity Shares of ₹ 1 each."

The share capital of the Company, pre and post sub-division, as proposed, is given below:

Type of Capital	**Pre- Sub-division Share Capital Structure**			**Post-Sub-division Share Capital Structure**		
	No. of Shares	**Face Value ₹**	**Total Share Capital ₹**	**No. of Shares**	**Face Value ₹**	**Total Share Capital ₹**
Authorised Share Capital						
Equity Share Capital	4,00,00,000	10	40,00,00,000	45,84,00,000	1	45,84,00,000
Preference Share Capital	4,00,000	146	5,84,00,000			
Total Authorised Share Capital			**45,84,00,000**	**45,84,00,000**	**1**	**45,84,00,000**
Issued, Subscribed and Paid-Up Equity Share Capital	**3,64,63,755**	**10**	**36,46,37,550**	**36,46,37,550**	**1**	**36,46,37,550**

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested parties, either financially or otherwise, in the proposed Ordinary Resolutions at Item Nos. 1 and 2 of the accompanying Postal Ballot Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors believe that the sub-division of the existing equity shares, as above, is an investor friendly measure and, therefore, based on the rationale provided herein, recommend to the members, the passing of the Ordinary Resolutions at Item Nos. 1 and 2 of the accompanying Postal Ballot Notice. The sub-division would be given effect to in about two (2) months from receipt of all the regulatory/statutory approvals and the members' approval.