

Date: 26-10-2026

To,  
 The Manager,  
**National Stock Exchange of India Ltd.**  
 Exchange Plaza, Plot no. C/1, G Block,  
 Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

**NSE Symbol: VIAZ**                      **ISIN: INE0MO401019**

**Dispatch of Postal Ballot Notice of the Company**

**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed herewith Postal Ballot Notice, together with the explanatory statement thereto, seeking consent of the Members of the Company in respect of the following Resolution through voting by electronic means ("e-voting"):

| Particulars                                                                                                                                                                                              | Type of Resolution |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| Migration of listing/ trading of equity shares of the Company from EMERGE Platform of National Stock Exchange of India limited ('NSE') to Main Board of National Stock Exchange of India Limited ('NSE') | Special            |
| Approval of VIAZ Employees Stock Option Plan 2026 (VIAZ ESOP Plan 2026) for the employees of the Company                                                                                                 | Special            |
| Approval of VIAZ Employees Stock Option Plan 2026 for grant of Employee Stock Options to the eligible employees of group company(ies) of the Company                                                     | Special            |
| Appointment of Ms. Kiran Nitesh Prajapati (DIN: 11869440) as an Independent Director of the Company                                                                                                      | Special            |

In compliance with the various MCA / SEBI circulars, the aforesaid Postal Ballot Notice has been duly sent / dispatched today i.e. October 26, 2026, electronically to the Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e., Friday, October 23, 2026. The Members whose email address is not registered are requested to register their e-mail address by following the procedure set out in the notes to the Notice. The Company has engaged NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-Voting facility would be available during the following period:-

|                                 |                                                        |
|---------------------------------|--------------------------------------------------------|
| <b>Commencement of e-Voting</b> | <b>Tuesday, October 27, 2026 at 9:00 A.M. (IST)</b>    |
| <b>End of e- Voting</b>         | <b>Wednesday, November 25, 2026 at 5:00 P.M. (IST)</b> |

The Postal Ballot Notice is also available on the Company's website at <https://www.viaztyres.com/>. The results along with Scrutinizer's Report will be announced within 2 Working days of last date of e-voting. The said results along with Scrutinizer's Report will be uploaded on the Company's website <https://www.viaztyres.com/> and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same on your records.

Yours faithfully,  
**For Viaz Tyres Limited**

Rajeshkumar Prabhudas Patel  
Digitally signed by  
 Rajeshkumar  
 Prabhudas Patel  
 Date: 2026.10.26  
 14:17:29 +05'30'

**Rajeshkumar Prabhudas Patel**  
**Whole Time Director**  
**DIN: 07883688**

**REGISTERED OFFICE**  
**VIAZ TYRES LIMITED**

(FORMERLY KNOWN AS VIAZ TUBES PRIVATE LIMITED)  
 605, Shilp Business Gateway, Nr. Nirma University,  
 Chharodi, Ahmedabad-382481, Gujarat, India

**FACTORY ADDRESS**  
**VIAZ TYRES LIMITED**

(FORMERLY KNOWN AS VIAZ TUBES PRIVATE LIMITED)  
 Plot No. 492, Nandasan Dangarva Road, Nandasan,  
 Ta: Kadi, Dist: Mehsana - 382705, Gujarat, India

 **+91 79 4601 6174**  
 **info@viaztyres.com**  
 **www.viaztyres.com**

### Schedule of Event for Postal Ballot Notice of Company

|                                       |            |
|---------------------------------------|------------|
| <b>BENPOS Date for Sending Notice</b> | 23-10-2026 |
| <b>Date of Completion of Dispatch</b> | 26-10-2026 |
| <b>Cut Off Date</b>                   | 23-10-2026 |
| <b>Remote e-Voting Start Date</b>     | 27-10-2026 |
| <b>Remote e-Voting Start Time</b>     | 09:00 AM   |
| <b>Remote e-Voting End Date</b>       | 25-11-2026 |
| <b>Remote e-Voting End Time</b>       | 5:00 P.M.  |





### **Postal Ballot Notice**

**(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).**

**To the Members of the Company,**

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**“Companies Act”**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**“Rules”**), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (**“SS-2”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and other applicable laws and regulations, it is proposed to seek the consent of the members (**“Members”**) of **VIAZ TYRES LIMITED** (**“Company”**), for the resolutions appended below, through Remote Electronic Voting (**“E-Voting”**) only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (**“Board”**) in its meeting held on October 16, 2026 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolution by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolution relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (**“MCA”**) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**“General Circulars”**) (**“MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the **VIAZ TYRES LIMITED** (**“Company”**) through postal ballot by remote e-Voting process (**“E-Voting”**).

The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing

Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact business(es) as set out in this Notice. The Company has engaged NSDL for facilitating the remote e-voting system. The remote e-voting period commences on Tuesday, October 27, 2026 (9.00 a.m. IST), and ends on Wednesday, November 25, 2026 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as **Friday, October 23, 2026 (“Cut-off Date”)**. Notice of the Postal Ballot will also be available on the Company’s website : <https://www.viaztyres.com/> websites of the NSE Limited (“Stock Exchange”) <https://www.nseindia.com/> and on the website of NSDL i.e. at <https://eservices.nsdl.com/> members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The draft resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. The Board of Directors of the Company (“Board”), at its meeting held on October 16, 2026 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on Tuesday, October 27, 2026 (9.00 a.m. IST), and ends on Wednesday, November 25, 2026 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before November 27, 2026 and, the results of the voting shall be declared by the Chairman of the Company on or before November 27, 2026, at Company’s Registered Office. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e., <https://www.viaztyres.com/> and on the e-voting system link of NSDL i.e., at <https://eservices.nsdl.com/> The same shall simultaneously be communicated to the NSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

**ITEM NO. 1 MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (‘NSE’) TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (‘NSE’):**

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

**“RESOLVED THAT** pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the applicable Laws, by-laws, rules and regulations of National Stock Exchange of India Limited (NSE), and subject to the approval of other statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Listing / Trading of Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) per Equity Share (which are currently listed on NSE Emerge platform) of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited and upon Migration, the said Equity Shares be got listed and traded on the Main Board of NSE, from the date of Migration / getting listed and admitted to deal on Main Board of NSE.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution.”

**Note:** As per Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, this resolution shall be acted upon if and only if the votes cast by Shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**ITEM NO. 2 APPROVAL OF VIAZ EMPLOYEES STOCK OPTION PLAN 2026 (VIAZ ESOP PLAN 2026) for THE EMPLOYEES OF THE COMPANY:**

**To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable laws/statutory Guidelines/ Circulars in this regard, and subject to approval such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded to approve the Viaz Employees Stock Option Plan 2026 (“Viaz ESOP Plan 2026” or “Plan” or “Scheme”) and to create, grant, offer, issue and allot under the Plan, in one or more tranches, a maximum of 16,00,000 (Sixteen Lakhs Only) options, where each option will be convertible into an equity share of the Company having face value Rs. 10/- (Rupees Ten Only) each, to and for the benefit of the present and future eligible employees of the Company whether working in India or outside India, in one or more tranches and, the salient features of which are furnished in the explanatory statement to this Notice, on such terms and conditions as provided in the Viaz ESOP Plan 2026 and as may be fixed or determined by the NRC.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding employees stock options, granted/to be granted, under the Viaz ESOP Plan 2026 shall be suitably adjusted for such number of employees stock options, and/or the exercise price, as may be required.

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee (“NRC”) be and is hereby designated as the Compensation Committee pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for administration and superintendence of the Plan or Scheme and is accordingly authorized to devise, evolve, decide upon and bring into effect the Plan or Scheme as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Plan or Scheme, subject to compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the Viaz ESOP Plan 2026 and generally for giving effect to these resolutions, the Board and NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Plan or Scheme, to the extent permissible under applicable law and under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**RESOLVED FURTHER THAT** any Director, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**ITEM NO. 3 APPROVAL OF VIAZ EMPLOYEES STOCK OPTION PLAN 2026 FOR GRANT OF EMPLOYEE STOCK OPTIONS TO THE ELIGIBLE EMPLOYEES OF GROUP COMPANY(IES) OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum of Association and Articles of Association of the Company and any other applicable laws/statutory Guidelines/ Circulars in this regard, and subject to approval such other approval(s), consent(s), permission(s), and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”), and approved by the Board of Directors, the consent of the members of the Company be and is hereby accorded to grant employee stock options to eligible employees of the Company’s group company(ies) including its subsidiary(ies), and/or holding Company and associate company(ies) (present or future) whether working in India or outside India, under Viaz Employees Stock Option Plan 2026 (“Viaz ESOP Plan 2026” or “Plan” or “Scheme”) referred to in resolution of this notice, to and for the benefit of the present and future eligible employees of the Company’s group companies including its subsidiaries, holding and associate companies whether working in India or outside India, in one or more tranches and, the salient features of which are furnished in the explanatory statement to this Notice, on such terms and conditions as provided in the Viaz ESOP Plan 2026 and as may be fixed or determined by the NRC.

**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank *pari passu* in all respects with the then existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the outstanding employee stock options, granted/to be granted, under the Viaz ESOP Plan 2026 shall be suitably adjusted for such number of employee stock options, and/or the exercise price, as may be required.

**RESOLVED FURTHER THAT** Nomination and Remuneration Committee (“NRC”) be and is hereby designated as the Compensation Committee pursuant to SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, for administration and superintendence of the Plan or Scheme and is accordingly authorized to devise, evolve, decide upon and bring into effect the Plan or Scheme as per the terms approved in this resolution and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate the Plan or Scheme, subject to compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable laws, rules and regulations, as may be prevailing at that time;

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the Viaz ESOP Plan 2026 and generally for giving effect to these resolutions, the Board and NRC be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the Plan or Scheme, to the extent permissible under applicable law and under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**RESOLVED FURTHER THAT** any Director, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

**ITEM NO. 4 APPOINTMENT OF MS. KIRAN NITESH PRAJAPATI (DIN: 11869440) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee and consent of Board of Directors, the approval of Members of the Company be and is hereby accorded for the appointment of Ms. Kiran Nitesh Prajapati (DIN: 11869440) who was appointed as an additional director in the capacity of Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from 16<sup>th</sup> October 2026 to 15<sup>th</sup> October 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Ms. Kiran Nitesh Prajapati (DIN: 11869440) as may

be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

**RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as maybe required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

**Place:** Ahmedabad

**Date:** October 16, 2026

**By Order of Board,  
For VIAZ TYRES LIMITED**

*Sd/-*

**RAJESHKUMAR PRABHUDAS PATEL  
WHOLE TIME DIRECTOR  
DIN: 07883688**

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated are 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 appear on the Register of Members / List of Beneficial Owners as on **Friday, October 23, 2026 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at: <https://www.viaztyres.com/> websites of the Stock Exchange, that is, NSE Limited <https://www.nseindia.com/> and on the website of NSDL at: <https://eservices.nsdl.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (<https://www.viaztyres.com/>) and Registrar (MUFG Intime India Private Limited) of the Company ([www.in.mpms.mufig.com](http://www.in.mpms.mufig.com) ) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of NSDL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
8. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, October 27, 2026 (9.00 a.m. IST), and ends on Wednesday, November 25, 2026 (5.00 p.m. IST). Members of the Company holding shares in physical or electronic form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
9. The vote in this Postal Ballot cannot be exercised through proxy.
10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer / RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on <https://www.evoting.nsdl.com/>. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under “Access to NSDL E-voting system”.
11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to: [cs@viaztyres.com](mailto:cs@viaztyres.com).

#### **E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

**The e-voting period commences at 9:00 a.m. (IST) on Tuesday, October 27, 2026 (9.00 a.m. IST), and ends on Wednesday, November 25, 2026 (5.00 p.m. IST). The e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, October 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being October 23, 2026.**

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account

maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders                                                | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="812 1585 1161 1753" style="text-align: center;"> <p>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> |

|                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Individual Shareholders holding securities in demat mode with CDSL</b>                                     | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

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

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

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

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is:                                                                                                                                            |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a) For Members who hold shares in demat account with NSDL.     | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL.     | 16 Digit Beneficiary ID                                                                                                                                     |

|                                                 |                                                                                                                                                                      |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                 | For example if your Beneficiary ID is 12***** then your user ID is 12*****                                                                                           |
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - 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, 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 shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

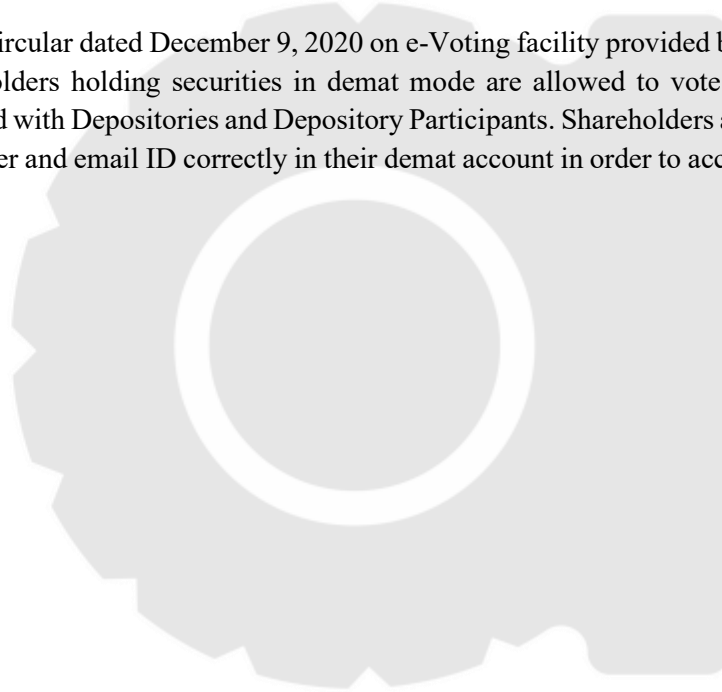
1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csnikunikanabar@gmail.com](mailto:csnikunikanabar@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Narendra Dev Yadav at [narendrad@nsdl.com](mailto:narendrad@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@viaztyres.com](mailto:cs@viaztyres.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@viaztyres.com](mailto:cs@viaztyres.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**EXPLANATORY STATEMENT**  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

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As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 of the accompanying Notice.

**Item No. 1:**

The equity shares of the Company are listed on EMERGE Platform of the National Stock Exchange of India Limited since March 01, 2023 and intends to migrate to the Main Board of National Stock Exchange of India Limited as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

Our Company is listed on SME platform of EMERGE Platform of the National Stock Exchange for more than Three years. As stated in SEBI (ICDR) Regulation, 2018 it is an option to migrate from EMERGE Platform of the National Stock Exchange to the Main Board of National Stock Exchange of India Limited. a Further, the Company's Operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Board of Directors in its meeting held on Tuesday, September 15, 2026, has accordingly decided to migrate from EMERGE Platform of the National Stock Exchange to the Main Board of National Stock Exchange of India Limited. The Listing on the Main Board is likely to have wider participation from investors at large and trading in the Equity Shares of the Company on the Main Board will go on the long way in enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market Capitalization, enhanced liquidity, larger participation, visibility etc., will accrue to the Members of the Company. By Migrating on the Main Board, the goodwill and the growth of the Company will increase and Company will be able to expand its business.

The Migration Policy from SME Platform to Main Board requires approval of members by way of Special Resolution. The Shareholders approval for the said purpose is sought through this resolution as required under SEBI (ICDR) Regulations. Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Board of Directors of the Company proposes the resolution for your approval as a **Special resolution**. None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

Accordingly, the Board of Directors of the Company recommends the Special resolution No. 1 as proposed and set out in the accompanying Notice for approval of the Members in the Interest of the Company through Postal Ballot through remote e-voting.

**Item No. 2. & 3:**

The members are being informed that the Company intends to reward, attract, motivate and retain its employees, existing or future, in or outside India, for their performance and for their contribution to the growth and profitability of the Company.

In this regard, the Board of Directors and Nomination and Remuneration Committee designated as Compensation Committee in accordance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), at their respective meetings held on October 16, 2026, subject to the approval of the members of the Company, considered, approved and recommended Viaz Employees Stock Option Plan 2026 ("Viaz ESOP Plan 2026" or "Plan" or "Scheme") for grant/issue of Stock Options to the eligible employees of the Company and its group company(ies) including subsidiary company(ies) or holding company or associate company(ies), existing or future, in India or outside India in accordance with the applicable laws.

Pursuant to the provisions of Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed there under, and in accordance with SEBI SBEB Regulations, approval of the Members of the Company by way of special resolution is required for implementation of the Scheme and for grant of options to the Eligible Employees of the Company.

The following are the various disclosures to be incorporated as required in terms of the Act and SEBI SBEB Regulations.

**i. Brief description of the scheme:**

The Viaz ESOP Plan 2026 has been reviewed and recommended by the Nomination and Remuneration Committee (‘NRC’) and the Board of Directors (‘Board’) at their meetings held on October 16, 2026.

The objective of Viaz ESOP Plan 2026 is to attract, retain, reward and create a sense of ownership and participation amongst the Eligible Employees of the Company and/or its subsidiary company(ies) and/or holding company and/or associate company(ies) (present or future) and to drive high standards of individual performance and consequently enhance the financial performance of the Company.

Under the Viaz ESOP Plan 2026, the NRC (designated as the Compensation Committee) shall grant Employee Stock Options (‘Stock Options’) to such Eligible Employees of the Company and/or its subsidiary company(ies) and/or holding company and/or associate company(ies) (present or future), who satisfy the eligibility criteria as determined by the NRC or any compensation committee of the Board formed for such purpose as per the terms and conditions of the Viaz ESOP Plan 2026. The number of Stock Options to be granted to each Eligible Employee shall be determined by the NRC or any compensation committee of the Board formed for such purpose from time to time as per the terms of the Viaz ESOP Plan 2026.

Each Stock Option granted to an option grantee shall entitle him/her to one Equity Share of the Company of nominal value of Rs. 10/- (Rupees Ten only), subject to the terms and conditions of Viaz ESOP Plan 2026. To improve the retention and/or performance orientation in the share-based benefit scheme, it is envisaged that the granted Stock Options shall vest subject to continuation by the team member (i.e., Time-Based Stock Options) and/or achievement of individual and/or corporate performance conditions (i.e., Performance-Based Stock Options).

The Viaz ESOP Plan 2026 shall remain effective until (i) it is terminated by the NRC or any compensation committee of the Board formed for such purpose and/or the Board or (ii) the date on which all of the Stock Options available for issuance under the Viaz ESOP Plan 2026 have been issued and exercised, whichever is earlier.

**ii. Total number of Stock Options to be offered and granted:**

A maximum of 16,00,000 Stock Options (‘ESOP Pool’) may be offered and granted under the Viaz ESOP Plan 2026 to the Eligible Employees of the Company and/or its subsidiary company(ies) and/or holding company and/or associate company(ies) (present or future), which on exercise would entitle not more than 16,00,000 fully paid-up Equity Shares of the Company of Rs. 10/- (Rupees Ten only) each. The ESOP Pool may be adjusted for any corporate action(s) such as bonus issue, split or consolidation of shares, change in capital structure, merger/demerger/amalgamation etc., in terms of the Viaz ESOP Plan 2026 and in accordance with the SBEB Regulations in order to make a fair and reasonable adjustment.

If any Stock Options granted under the Viaz ESOP Plan 2026 are lapsed/forfeited/surrendered, then such Stock Options shall be added back to the ESOP Pool and shall be available for further grant under the Viaz ESOP Plan 2026 as per the discretion of the NRC or any compensation committee of the Board formed for such purpose.

**iii. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:**

The eligible employees of the Company and its group company(ies) including subsidiary company(ies) or holding company or associate company(ies), existing or future, in India or abroad shall mean such Employees as are shortlisted by the Nomination and Remuneration Committee designated as Compensation Committee for Grant of Options under the Viaz ESOP Plan 2026.

1. A permanent employee of the Company and its group company(ies) including subsidiary company(ies), holding company or associate company(ies), existing or future, working in India or outside of India; or
2. A Director of the Company, whether a Whole Time Director or not, including a non-executive Director but excluding promoter director or an Independent Director of the Company or a member of the promoter group; or
3. An employee as defined in clauses (i) or (ii) of a group company including subsidiary company or holding company or its associate company in India or outside India, but does not include:
  - a. an employee who is a Promoter or belongs to the Promoter Group;
  - b. a Director's who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed equity share capital of the Company; and;
  - c. an independent director within the meaning of the Companies Act, 2013.

**iv. Requirements of vesting, period of vesting:**

The Options granted would vest not earlier than one year and not later than Five years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the Options would vest on passage of time. However, in addition to this, the Nomination and Remuneration Committee ("NRC") of the Company/ Board may also, if it feels necessary in certain or in all cases, specify certain performance parameters metrics on the achievement of which the granted options would vest.

As a prerequisite for a valid Vesting, a Grantee is required to be in employment or service of the Company on the date of Vesting, excluding retirement, death and permanent disability cases and must neither be serving his notice for termination of employment/ service, nor be subject to any disciplinary proceedings pending against him on such date of Vesting.

The specific Vesting schedule and Vesting Conditions subject to which Options would vest would be detailed in writing and provided to the Option Grantee at the time of the Grant of Options.

In case where Stock Options are granted by the Company under the Viaz ESOP Plan 2026 in lieu of stock options held by an employee under an employee stock option scheme of another company which has merged, demerged or amalgamated with the Company and/or subsidiary company(ies) and/or holding company and/or associate company(ies) (present or future), then the period during which the Stock Options granted by the transferor company were held by such employee shall be adjusted against the minimum vesting period required under the Viaz ESOP Plan 2026.

v. **Maximum period within which the Stock Options shall be vested:**

The maximum vesting period of Stock Options shall be 5 (five) years from the date of grant.

vi. **Exercise price or Pricing Formula:**

The Exercise Price of any Stock Option granted under the ESOP Scheme 2026 shall, subject to applicable law, be the price for exercise of Stock Options as determined by NRC or any compensation committee of the Board formed for such purpose which shall not be less than the face value of the equity shares and not more than the closing market price as on the previous day of the date of grant communicated to the Eligible Employee or such other mode as NRC or any compensation committee of the Board formed for such purpose, may deem fit. Once granted, the Exercise Price of the Options may be varied by NRC or any compensation committee of the Board formed for such purpose, to account for any rights issues, mergers, stock splits, bonus issue or share consolidations etc., if required to make a fair and reasonable adjustment.

vii. **Exercise period and process of exercise:**

The exercise period would commence from the date of vesting i.e. after a minimum period of one year from the grant of Stock Options and will expire on completion of maximum exercise period of 1 (one) year from the date of vesting or such lesser period as may be decided by NRC or any compensation committee of the Board formed for such purpose, at its sole discretion from time to time and mentioned in the grant letter of the option grantee. The Stock Options will be exercised by the Eligible Employees by submitting an exercise letter as prescribed by NRC or any compensation committee of the Board formed for such purpose. Vested Stock Options can be exercised in one or more tranches within the exercise period prescribed by the NRC or any compensation committee of the Board formed for such purpose. The Company intends to ensure that the Exercise Period should provide a flexibility to an option grantee to exercise the Stock Option in a manner that enables him/her to effectively discharge the tax obligations but at the same it doesn't create any financial burden on the option grantee.

Vested Stock Options shall be exercisable by the option grantee by submission of a written application to the Company or in such manner as may be determined by the NRC or any compensation committee of the Board formed for such purpose and in compliance of other requisite conditions of payment of applicable taxes and exercise price. Stock Options shall lapse if not exercised within the Exercise Period and will be added back to the ESOP Pool.

viii. **Appraisal Process for determining the eligibility of employees to the Scheme:**

The appraisal process for determining the eligibility would be determined by the Nomination and Remuneration Committee ('NRC') from time to time, based on broad criteria for appraisal and selection parameters such as tenure of association with the Company and its group company(ies), Industry Experience performance during the previous years, contribution towards strategic growth, contribution towards team building etc.

ix. **Maximum number of stock options to be issued per employee and in aggregate:**

The maximum number of Options that may be granted to any single Eligible Employee (including Directors of the Company or its Subsidiary, Holding Company, Group or Associate Companies, to the extent eligible under applicable law) in any one year under 'Viaz ESOP Plan 2026' shall be less

than 1% of the issued capital of the Company (excluding outstanding warrants and conversions) at the time of grant, unless prior approval of the members is obtained by a special resolution.

The maximum number of Stock Options that can be granted in aggregate is 16,00,000 under Viaz ESOP Plan 2026.

x. **Maximum quantum of benefits to be provided per employee under a Plan:**

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan or Scheme.

xi. **Whether the scheme is to be implemented and administered directly by the company or through a trust:**

Viaz ESOP Plan 2026 will be implemented and administered directly by the Company through the NRC or any compensation committee of the Board formed for such purpose.

xii. **Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:**

Viaz ESOP Plan 2026 involves only fresh issue of Equity Shares by the Company.

xiii. **The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms**

Not applicable since the Plan or Scheme shall be implemented directly by the Company.

xiv. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

Not Applicable since the Scheme shall be implemented directly by the Company.

xv. **Compliance with Accounting Policies:**

The Company shall comply with the accounting policies prescribed by the SEBI SBEB Regulations and other applicable laws.

xvi. **Method of valuation:**

The Company shall value the Stock Options granted under the Viaz ESOP Plan 2026 at their 'fair value' or such other method in accordance with the SBEB Regulations.

xvii. **Statement of confirmation in case the company opts for expensing of share-based employee benefits using the intrinsic value:**

Not applicable

xviii. **The Lock-in period, if any:**

The Equity Shares allotted pursuant to the exercise of Vested Options under the Scheme shall be subject to a lock-in period of Six (6) months from the date of allotment of such Equity Shares, or

such other period as may be determined in accordance with the applicable laws and regulations, including the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

During the lock-in period, the Grantee shall not sell, transfer, pledge, hypothecate, or otherwise dispose of such Equity Shares, except as permitted under applicable laws.

**xix. Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The Company is not envisaging any buyback of the equity shares issued under SEBI SBEB Regulations.

**xx. The conditions under which option vested in employees may lapse:**

The vested options shall lapse due to non-exercise of Options within the exercise period and upon termination of employment due to misconduct or due to breach of Company policies or the terms of employment. The vested options may also get cancelled in event of abandonment of employment by an employee.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its group company(ies) and its employees. Therefore, the Board recommends the Resolution for the approval of the members by way of **Special Resolutions** as set out in **Item No. 2 & 3**.

None of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

**Item No. 4:**

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on October 16, 2026, recommended the appointment of Ms. Kiran Nitesh Prajapati (DIN: 11869440) as an additional director in the capacity of Non-executive Independent Director, and subsequently, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from October 16, 2026.

Ms. Kiran Nitesh Prajapati is a Qualified Company Secretary with over 8 years of experience in corporate governance, compliance management, regulatory affairs, and secretarial practices. She has extensive experience in ensuring compliance with the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, Takeover Code, and other applicable corporate laws for listed entities.

She possesses expertise in Board processes, corporate governance frameworks, statutory reporting, securities law compliance, and shareholder-related matters. Her experience in advising Boards and management teams on regulatory requirements and governance practices contributes valuable insights towards effective decision-making and sustainable corporate growth.

Ms. Kiran Nitesh Prajapati (DIN: 11869440) has given his consent to act as a Director in terms of Section 152 of the Companies, Act, 2013 ("Act"). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying his candidature as a Director. Ms. Kiran Nitesh

Prajapati has also given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Ms. Kiran Nitesh Prajapati is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Ms. Kiran Nitesh Prajapati has registered himself in the databank of independent directors.

Further, the Board of Directors of the Company is of the opinion that Ms. Kiran Nitesh Prajapati is possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and he is independent of the management of the Company.

Ms. Kiran Nitesh Prajapati will be entitled to a remuneration by way of sitting fees as approved by the Board of Directors from time to time.

The Board recommends the resolution for the approval of Members by way of a **Special Resolution**.

The brief profile of Ms. Kiran Nitesh Prajapati is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India, are provided in **Annexure – A** to the Notice.

Except Ms. Kiran Nitesh Prajapati, None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

#### **Annexure – A**

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

|                                                                                                |                                                                                                                                                                                                                            |
|------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                                                    | Ms. Kiran Nitesh Prajapati                                                                                                                                                                                                 |
| <b>Director Identification Number</b>                                                          | 11869440                                                                                                                                                                                                                   |
| <b>Date of Birth</b>                                                                           | 31/05/1987                                                                                                                                                                                                                 |
| <b>Age</b>                                                                                     | 39                                                                                                                                                                                                                         |
| <b>Date of Appointment</b>                                                                     | 16/10/2026                                                                                                                                                                                                                 |
| <b>Qualification</b>                                                                           | Company Secretary                                                                                                                                                                                                          |
| <b>Terms and Conditions of appointment</b>                                                     | As detailed in the respective resolution and Explanatory statement.                                                                                                                                                        |
| <b>Brief Resume of the Director &amp; Experience and expertise in Specific functional Area</b> | Ms. Kiran Nitesh Prajapati is a Qualified Company Secretary with over 8 years of experience in corporate governance, compliance management, regulatory affairs, and secretarial practices. She has extensive experience in |

|                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                                                                                                     | <p>ensuring compliance with the Companies Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, Takeover Code, and other applicable corporate laws for listed entities.</p> <p>She possesses expertise in Board processes, corporate governance frameworks, statutory reporting, securities law compliance, and shareholder-related matters. Her experience in advising Boards and management teams on regulatory requirements and governance practices contributes valuable insights towards effective decision-making and sustainable corporate growth.</p> |
| <b>Other listed companies in which she holds Directorship and Membership of Committee of Board (along with listed entities from which she has resigned in the past three years)</b> | <p>Raghuvir Synthetics Limited</p> <p>Member- Audit Committee</p> <p>Member- Nomination Remuneration Committee</p> <p>Member – Stakeholders Relationship Committee</p>                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Chairperson/ Member of Committee(s) of Board of Directors of the Company</b>                                                                                                     | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner];</b>                                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Shareholding in the Company (Equity)</b>                                                                                                                                         | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>                                                                   | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| The number of Meetings of the Board attended during the year                                                                                                                        | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| Justification for choosing the appointee for appointment                                                                                                                            | In the opinion of the Board, Ms. Kiran Nitesh Prajapati possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI Listing Regulations.                                                                                                                                                                                                                                                                                                                                                    |

**Place:** Ahmedabad

**Date:** October 16, 2026

**By Order of Board,  
For VIAZ TYRES LIMITED**  
*Sd/-*

**RAJESHKUMAR PRABHUDAS PATEL  
WHOLE TIME DIRECTOR  
DIN: 07883688**

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