VISHAL MEGA MART LIMITED
Corporate & Regd. Office: 5th Floor, Platinum Tower, Plot No. 184
Udyog Vihar, Phase – 1, Gurugram, Haryana-122016, India.
Phone: +91-124-4980000 Fax: +91-124-4980001
Email: secretarial@vishalwholesale.co.in, Website: www.aboutvishal.com

CIN: L51909HR2018PLC073282

Date: November 17, 2026

To **National Stock Exchange of India Ltd.,** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 NSE Scrip Symbol: VMM	To **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 544307

Dear Sir/ Madam,

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot (including remote e-voting)

Pursuant to Regulation 30 read with Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended from time to time, please find enclosed the Postal Ballot Notice dated November 17, 2026 ("**Notice**"), which is being sent to the Members through electronic mode, today, i.e., on November 17, 2026, for seeking consent of the Members of the Company through remote e-voting facility pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, on the following matter forming part of Postal Ballot Notice:

Sr. No.	Particulars	Type of Resolution
1.	To appoint Ms. Ashok Revathy (DIN: 00057539) as an Independent Director	Special Resolution

In compliance with relevant circulars issued by Ministry of Corporate Affairs (MCA) and SEBI from time to time, the Notice has been sent only through electronic mode to those shareholders whose email addresses are registered with the Company/its Registrar to an Issue and Share Transfer Agent viz., KFin Technologies Limited ('KFin')/Depository(ies)/Depository Participant(s) and whose names appear in the Register of Members/Register of Beneficial Owners maintained by Depositories as on the cut-off date, i.e., Friday, November 13, 2026. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to the Notice.

The Company has engaged the services of National Securities Depository Limited ('NSDL') for facilitating remote e-voting to enable the Members to cast their vote(s) electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Wednesday, November 18, 2026 at 9:00 A.M. (IST) and shall end on Thursday, December 17, 2026 at 5:00 P.M. (IST).

The Postal Ballot Notice containing e-voting instructions and other necessary details is being made available on the website of the Company at https://aboutvishal.com/ and on the website of e-voting service provider i.e. NSDL at www.evoting.nsdl.com.

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CIN: L51909HR2018PLC073282

This intimation is also being uploaded on the Company's website at https://aboutvishal.com/ in compliance with Regulation 30 of SEBI Listing Regulations.

You are kindly requested to take the same on record.

Thanking you.

For **Vishal Mega Mart Limited**

Rahul Luthra
Digitally signed by Rahul Luthra
Date: 2026.11.17 11:13:26 +05'30'

Rahul Luthra
Company Secretary & Compliance Officer
ICSI Membership No: F9588

Encl.: As above

VISHAL MEGA MART LIMITED

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POSTAL BALLOT NOTICE

[Pursuant to Sections 110 and 108 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

NOTICE is hereby given pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "**MCA Circulars**"), relevant Circulars issued by SEBI in this regard (hereinafter collectively referred to as "SEBI Circulars") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), the items of special business as set out in this Notice below is proposed for consideration by the Members of Vishal Mega Mart Limited ("**the Company**"), by way of Postal Ballot, only through remote e-voting process.

The Notice of Postal Ballot dated November 17, 2026 ("Postal Ballot Notice") is being sent only through electronic mode to those members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, November 13, 2026 and who have registered their e-mail address(es) with the Company / Registrar to an Issue and Share Transfer Agent / Depository(ies)/ Depository Participant(s), as permitted under the MCA Circulars read with SEBI Circulars. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. The process for registration of email address(es) by the members who have not yet registered their email address or wish to update their email address is provided in this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolution and the reasons thereof is annexed hereto for your consideration.

The Postal Ballot Notice is also available on the website of the Company at https://aboutvishal.com/.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited ("NSDL"), for the purpose of providing remote e-voting facility to all its Members. The remote e-voting period shall commence on **Wednesday, November 18, 2026 from 9:00 A.M. (IST)** and end

on **Thursday, December 17, 2026 at 5:00 P.M. (IST).** Members, whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, November 13, 2026 are requested to carefully read the instructions for remote e-voting indicated in this Postal Ballot Notice and accord their assent (FOR) or dissent (AGAINST) on the proposed resolution only through remote e-voting facility provided by NSDL not later than 5:00 P.M. (IST) on Thursday, December 17, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, November 13, 2026**.

The Board of Directors of the Company have appointed Mr. Rupesh Agarwal (Membership No. A16302 and CP No. 5673), Managing Partner, failing him Mr. Shashikant Tiwari (Membership No. F11919 and CP No. 13050), Partner and failing him Mr. Lakhan Gupta (Membership No. F12682 and CP No. 26704), Partner, Chandrasekaran Associates, Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson of the Company or Company Secretary and Compliance Officer or any other person authorised by the Chairperson, within two working days from the last day of remote e-voting. The Company shall simultaneously forward the results and Scrutinizer's Report to BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, where the shares of the Company are listed. The said results along with the Scrutinizer's Report shall be placed on the Company's website at https://aboutvishal.com/ and on the website of NSDL (being the e-voting service provider) i.e. www.evoting.nsdl.com. Additionally, the results along with the Scrutinizer's Report shall also be available at the Registered Office and Corporate office of the Company. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, December 17, 2026.

SPECIAL BUSINESS:

1. TO APPOINT MS. ASHOK REVATHY (DIN: 00057539) AS AN INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (in each case including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Nomination & Remuneration Policy of the Company, recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Ashok Revathy (DIN: 00057539), who was appointed as an Additional Director (in the category of Independent Director) of the Company on October 30, 2026 and who holds office as such upto the date of next General Meeting of the Company or upto three months from the date of appointment, whichever is earlier in terms of Section 161 of the Act read with SEBI Listing Regulations and who has submitted a declaration that she meets the criteria of independence as provided under the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years w.e.f. October 30, 2026 till October 29, 2031.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 read with the SEBI Listing Regulations, Ms. Ashok Revathy (DIN: 00057539) be and is hereby entitled to receive Sitting Fee for attending the meetings of Board/Committee(s) of Board and Commission as set out in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all such acts, deeds and things as it may consider necessary, expedient or desirable, including delegate all or any of its powers herein to any person, to give effect to the above resolution."

By Order of the Board
For Vishal Mega Mart Limited

Sd/-
Rahul Luthra
Company Secretary & Compliance Officer
ICSI Membership No.: F9588

Date: November 17, 2026
Place: Gurugram, Haryana

CIN: L51909HR2018PLC073282

Registered Office: Plot No. 184, Fifth Floor,
Platinum Tower, Udyog Vihar, Phase-1,
Gurugram, Haryana, India, 122016
Phone no. +91 124-4980000
Website: https://aboutvishal.com/

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ("the Act") read with the applicable Rules made thereunder and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice ("Notice").

2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Friday, November 13, 2026, received from the Depositories and whose e-mail address is registered with the Company / Registrar to an Issue and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.

3. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the applicable Rules made thereunder, the MCA Circulars, SEBI Circulars, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically through platform provided by E-Voting Service Provider, i.e. National Securities Depository Limited ("NSDL"). The instructions for e-voting are provided as part of this Postal Ballot Notice.

4. All the Members of the Company as on the cut-off date (including those Members who may not have received this Notice due to non-registration of the email address with the Company /Registrar to an Issue and Share Transfer Agent ("RTA")/ Depositories/ Depository Participant(s) ("DP")), shall be entitled to vote in relation to the resolution specified in this Postal Ballot Notice.

5. This Postal Ballot Notice will also be available on the Company's website at https://aboutvishal.com/ and website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

6. In accordance with the MCA Circulars and SEBI Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the DP where they maintain their demat accounts, if the shares are held in electronic form.

7. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, November 13, 2026 maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the cut-off date i.e. Friday, November 13, 2026 should treat this Postal Ballot Notice for information purposes only.

8. The voting rights of Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 13, 2026.

9. The remote e-voting period shall commence on Wednesday, November 18, 2026 from 9:00 A.M. (IST) and end on Thursday, December 17, 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the

aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

10. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, December 17, 2026.

11. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper having country wide circulation and at least 1 (One) Hindi newspaper, each with wide circulation in the region, where the Registered Office of the Company is situated, and also be published on the Company's website at https://aboutvishal.com/, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL at www.evoting.nsdl.com.

12. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice on all working days except Saturdays, Sundays and National Holidays between 11:00 a.m. (IST) and 02:00 p.m. (IST) until the last date of e-voting. Members seeking to inspect such documents can send an email to secretarial@vishalwholesale.co.in.

13. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Common Online Dispute Resolution ('ODR') Portal**

    With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of ODR Portal, by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

    The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

    The process for initiation of Dispute Resolution process is enumerated below:

    i. An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
    ii. If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (https://scores.sebi.gov.in/) in accordance with SCORES Guidelines in accordance with the process laid out.
    iii. If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
    iv. The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
    v. The SMART ODR Portal can be accessed at: https://smartodr.in/login and same can also be accessed through the Company's website at https://aboutvishal.com/?content=OnlineDisputeResolution&id=32.

14. **Procedure for E-voting:**

i. E-voting Facility:

a. The Company is providing e-voting facility provided by NSDL to its Members to exercise their right to vote on the proposed resolution by electronic means.

b. The remote e-voting period shall commence on Wednesday, November 18, 2026 from 9:00 A.M. (IST) and end on Thursday, December 17, 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

c. The details of the process and manner for Remote E-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/.

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

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 read with SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (as amended), 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
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-

	Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Digit DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on "Login" button.

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

STEP 2: 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 lakhan@cacsindia.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login on NSDL.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go

through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Deputy Vice President, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 resolution 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 secretarial@vishalwholesale.co.in.

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 secretarial@vishalwholesale.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

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

4. In terms of SEBI Master Circular dated January 30, 2026 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.

For information of shareholders:

Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 issued to the Registrar to an issue and Share Transfer Agents as amended, SEBI has mandated that, with effect from April 1, 2024, dividend to the security holder(s) holding shares in physical mode whose folio(s) do not have PAN, Contact Details, Bank Account Details and Specimen Signature updated, shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN (linked with Aadhaar), Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details and Specimen Signature, for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The abovementioned SEBI Master Circular and other relevant SEBI Circulars are available on SEBI's website.

The security holder(s) holding shares in physical mode whose folio(s) do not have PAN, contact details, Bank Account details and specimen signature updated, shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN and KYC details.

All new investors shall to be required to mandatorily provide the 'Choice of Nomination' for demat accounts. All existing investors are encouraged, in their own interest, to provide 'Choice of Nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market.

The forms for updation of PAN, contact details, Bank details, signatures and Nomination viz. Forms ISR-1, ISR-2, ISR-3, SH-13 and SH-14 and further for processing various service requests viz. Forms ISR-4 and ISR-5 are available on Company's website at the weblink https://aboutvishal.com/?content=InvestorForms&id=33 and on website of RTA at https://ris.kfintech.com/clientservices/investors/isrs.aspx, in view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA at Email at einward@kfintech.com, in context of applicable SEBI Circular(s). Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.

SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

EXPLANATORY STATEMENT

[Pursuant to Section 102(1) read with 110 of the Companies Act, 2013 and Secretarial Standard on General Meetings ('SS-2')]

ITEM NO. 1

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company appointed Ms. Ashok Revathy (DIN: 00057539) as an Additional Director (under the category of Independent Director) of the Company on October 30, 2026, pursuant to the provisions of Sections 149, 150, 152, 161(1) read with Schedule IV of the Companies Act, 2013 ("the Act") and Rules made thereunder, applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the relevant provisions of the Articles of Association of the Company.

In terms of the provisions of Section 161(1) of the Act, Ms. Ashok Revathy holds office as such only up to the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Further, as per Regulation 17(1C) of the SEBI Listing Regulations as amended from time to time, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Pursuant to the first proviso of Regulation 25(2A) of the SEBI Listing Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution.

A brief profile of Ms. Ashok Revathy including nature of her expertise is provided hereinbelow:

Ms. Ashok Revathy is a distinguished business leader, board director, entrepreneur, strategy consultant, and angel investor with over 30 years of leadership experience across diverse industries, including private equity, information technology and IT-enabled services, manufacturing, infrastructure, retail, and consumer goods.

She is the former Managing Director of Tishman Speyer India and the Co-Founder of Strategy Garage, a strategy and growth consulting firm. An alumna of the Indian Institute of Management Bangalore (IIM Bangalore), where she completed her postgraduate management education, she has also been recognised as a Distinguished Alumna of the institution.

Throughout her career, Ms. Ashok has held senior leadership positions with responsibility for a broad spectrum of strategic and operational functions, including capital raising, business development, finance, commercial operations, and general management. Her extensive experience combines financial acumen, strategic vision, business transformation, and corporate governance.

A significant milestone in her career was becoming the first woman from India to serve as Chief Financial Officer (CFO) of Syntel Inc., a NASDAQ-listed company. This achievement reflects her pioneering contribution to corporate leadership and her expertise in financial management and business strategy.

Ms. Ashok has served on the boards of several prominent companies across sectors, including Welspun, Quess, AstraZeneca, Manipal Hospital, Sansera, Shell-MRPL, Barbeque Nation, and L&T Construction Equipment. Her

board-level experience spans diverse business environments and reflects her broad understanding of corporate strategy, governance, financial oversight, and organisational growth.

Ms. Ashok brings extensive experience across retail, consumer goods, consulting, and private equity, complemented by strong expertise in business strategy, financial management, and corporate governance. Her appointment would further strengthen the Company's governance framework and enrich the Board's strategic oversight, supporting sustainable growth and long-term value creation.

The Board has received all the requisite consent, disclosures, and declarations from Ms. Ashok Revathy and a notice under Section 160 of the Act from a member, proposing her candidature as an Independent Director of the Company.

Further, Ms. Ashok Revathy has registered herself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

The Company has obtained a certificate from DPV & Associates, Practicing Company Secretaries, (Peer Review No. 6189/2024), confirming that Ms. Ashok Revathy is not debarred or disqualified by any order of SEBI, Ministry of Corporate Affairs or any such other Statutory Authority from holding the office of or being appointed as a Director of the Company.

In the opinion of the NRC and the Board, Ms. Ashok Revathy is a person of integrity and possesses experience, knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and that she fulfils all the conditions as specified under the Act read with SEBI Listing Regulations and is independent of the management and her association as an Independent Director will immensely benefit the Company. Pursuant to Sections 149, 150, 152, 160 and Schedule IV (Code for Independent Directors) of the Act read with Rules framed thereunder, the SEBI Listing Regulations and the Articles of Association of the Company and basis the recommendation of NRC, the Board of Directors of the Company after evaluating the skills, experience, expertise, knowledge of Ms. Ashok Revathy, appointed her as an Independent Director of the Company, not liable to retire by rotation to hold office for a term of 5 (five) consecutive years w.e.f. October 30, 2026 till October 29, 2031, subject to the approval of the shareholders of the Company.

The Shareholders of the Company in their meeting held on September 29, 2025 approved the payment of commission to Non-Executive Independent Directors of the Company on annual basis, upto a maximum of Rs. 60,00,000 (Rupees Sixty Lakh) per annum to each of the Non-Executive Independent Directors, in such manner or proportion as may be determined by the Board of Directors of the Company from time to time, for a period of two years commencing from April 01, 2025.

In view of the above, Ms. Ashok Revathy, Non-Executive Independent Director shall also be entitled to receive:

(i) Sitting fee for attending the meetings of Board/Committee(s) of Board, within the limits prescribed under the Act read with SEBI Listing Regulations, and as approved by the Board of Directors of the Company from time to time, based on the recommendation of the Nomination and Remuneration Committee; and

(ii) Commission within the limits as approved by the shareholders of the Company vide resolution dated September 29, 2025.

In addition to the above, Ms. Ashok Revathy shall be entitled to receive reimbursement towards her travel, hotel, and other incidental expenses incurred by her, in the performance of her role and duties as an Independent Director of the Company.

Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution for the appointment of Ms. Ashok Revathy as an Independent Director on the Board of Directors of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from October 30, 2026 to October 29, 2031.

Terms of appointment of Independent Directors is available on the website of the Company and can be accessed at https://aboutvishal.com/resources/media/files/5c7358aa-21cf-4ebf-bd76-1e4af4712d8c.pdf.

The terms and conditions of the appointment of Ms. Ashok Revathy and other documents as mentioned in this Notice will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the SEBI Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), other requisite details of Ms. Ashok Revathy are provided in ***Annexure – A*** to this Notice.

Except Ms. Ashok Revathy, being an appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution No. 1 except to the extent of her shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution.

By Order of the Board
For Vishal Mega Mart Limited

Sd/-
Rahul Luthra
Company Secretary & Compliance Officer
ICSI Membership No.: F9588

Date: November 17, 2026
Place: Gurugram, Haryana

CIN: L51909HR2018PLC073282

Registered Office: Plot No. 184, Fifth Floor,
Platinum Tower, Udyog Vihar, Phase-1,
Gurugram, Haryana, India, 122016
Phone no. +91 124-4980000
Website: https://aboutvishal.com/

Annexure – A

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be appointed:

Name of the Director	Ms. Ashok Revathy (DIN: 00057539)
Date of Birth & Age	January 16, 1959 & 67 Years
Qualification	Post Graduate Diploma in Management (PGDM), IIM Bangalore, Awarded Distinguished Alumnus – IIMB, and BSc, Mount Carmel College, Bangalore.
Terms and Conditions of appointment/ re-appointment	Ms. Ashok Revathy will be an Independent Director of the Company for a first term of 5 (five) consecutive years starting from October 30, 2026, not liable to retire by rotation.
Details of Remuneration sought to be paid	As detailed in the explanatory statement
Last Remuneration drawn (Per Annum)	Not applicable
Experience and Expertise	As detailed in the explanatory statement
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	As detailed in the explanatory statement
Date of first appointment on the Board	October 30, 2026
No. of equity shares held in the Company* (including shareholding as beneficial owner)	Nil
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	She is not related to any Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during FY 2026-27	Not applicable
Member/ Chairperson of Committees of the Company	• Chairperson – Audit Committee • Member – Risk Management Committee
Directorships held in other companies	• Manipal Health Enterprises Limited • Manipalcigna Health Insurance Company Limited • 360 One WAM Limited • 360 One Prime Limited • Digitide Solutions Limited • Bengaluru Smart Infrastructure Limited • Athena Infonomics India Private Limited • Astrazeneca Pharma India Limited • United Foodbrands Limited
Membership of Committees held in other companies	• 360 One Wam Limited - Nomination & Remuneration Committee • 360 One Wam Limited - Corporate Social Responsibility Committee • 360 One Prime Limited - Audit Committee

	• Astrazeneca Pharma India Limited - Audit Committee • Astrazeneca Pharma India Limited - Corporate Social Responsibility Committee • United Foodbrands Limited - Risk Management Committee • Manipal Health Enterprises Limited - Stakeholders Relationship Committee • Digitide Solutions Limited - Audit Committee
Chairpersonship of Committees held in other companies	• 360 One Wam Limited – Audit Committee • 360 One Wam Limited - Risk Management Committee • Astrazeneca Pharma India Limited - Nomination & Remuneration Committee • United Foodbrands Limited – Audit Committee • Digitide Solutions Limited - Nomination & Remuneration Committee
Listed entities from which the person has resigned in the past three years	• Sansera Engineering Limited: She ceased to be a director on completion of her term as an independent director with effect from close of business hours on July 27, 2026. • Quess Corp Limited: She ceased to be a director on completion of her term as an independent director with effect from close of business hours on June 30, 2025. • Welspun Corp Limited – She ceased to be a director on completion of her term as an independent director with effect from close of business hours on March 31, 2024. • ADC India Communications Limited - She ceased to be a director on completion of her term as an independent director with effect from close of business hours on March 31, 2024.

**As on November 13, 2026.*