

Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400 001

Listing Department,
National Stock Exchange of India Limited
C-1, G-Block, Bandra - Kurla Complex
Bandra (E), Mumbai - 400 051

**Scrip Code: 543320, Scrip Symbol: ETERNAL
ISIN: INE758T01015**

Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir/ Ma'am,

In furtherance to our intimation dated January 21, 2026, and February 10, 2026, and pursuant to Regulation 30 of the Listing Regulations, please find enclosed herewith the postal ballot notice ("**Notice**") dated February 10, 2026, for seeking shareholders' approval via remote e-voting.

Further, the Notice is also available at the website of the Company i.e. www.eternal.com and the website of e-voting agency and the registrar & share transfer agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) ("**MIPL**"/"**RTA**") i.e. <https://instavote.linkintime.co.in>.

In accordance with applicable laws and circulars issued by MCA and SEBI, the said Notice is being sent electronically to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on Friday, February 6, 2026 ("**Cut-off Date**") and whose email IDs are registered with the Company/ RTA/ depositories/ depository participants. The communication of assent/ dissent of the members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

The Company has appointed MIPL to facilitate e-voting to enable the members to cast their votes electronically. The remote e-voting period shall commence on Thursday, February 12, 2026, at 9:00 a.m. (IST) and shall end on Friday, March 13, 2026, at 5:00 p.m. (IST)(both days inclusive).

The results of the postal ballot shall be announced on or before Monday, March 16, 2026. Further, the voting results along with the scrutinizer's report shall be uploaded on the website of the Company i.e. www.eternal.com and MIPL i.e. <https://instavote.linkintime.co.in> and shall also be communicated to and uploaded on the websites of BSE Ltd. i.e. www.bseindia.com and National Stock Exchange of India Ltd. i.e. www.nseindia.com.

**For Eternal Limited
(Formerly known as Zomato Limited)**

**Sandhya Sethia
Company Secretary & Compliance Officer**

ETERNAL LIMITED (Formerly known as Zomato Limited)

Registered Address: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi - 110019, India
CIN: L93030DL2010PLC198141, **Telephone Number:** 011 - 40592373

eternal

Postal ballot notice

eternal

Eternal Limited

(Formerly known as Zomato Limited)

CIN: L93030DL2010PLC198141

Regd. Office: Ground Floor 12A, 94 Meghdoot, Nehru Place, New Delhi – 110019, India

Website: <http://www.eternal.com>; **E-mail:** companysecretary@eternal.com

Phone No: +91 11 40592373

POSTAL BALLOT NOTICE

(Notice pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the shareholders of Eternal Limited (Formerly known as Zomato Limited) (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“**remote e-voting**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), the relaxations and clarifications issued by the Ministry of Corporate Affairs (“**MCA**”) vide General Circular No. 03/2025 dated September 22, 2025 read with other relevant circulars, notifications, guidelines issued by the MCA (collectively, the “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), any other applicable provision of SEBI Listing Regulations, any circular issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“**SS-2**”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice (“**Notice**”) only by email to its members who have registered their email address as on Friday, February 6, 2026 (“**Cut-Off Date**”) with the Company or registrar and share transfer agent or depository(ies) or depository participant(s) (“**DPs**”) and the communication of assent /dissent of the shareholders on the resolutions proposed in the Notice will only take place through the remote e-voting.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, and SEBI Listing Regulations, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended to this Notice. The Board of Directors (“**Board**”) of the Company has appointed Nitesh Latwal, Partner, M/s. PI & Associates as the scrutinizer to conduct the Postal Ballot through remote e-voting in a fair and transparent manner. The remote e-voting period commences from Thursday, February 12, 2026, at 9:00 a.m. (IST) and shall end on Friday, March 13, 2026, at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

The voting results along with the scrutinizer’s report would be intimated to BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”), where the equity shares of the Company are listed. The same will also be uploaded on the Company’s website i.e. www.eternal.com and on the website of MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), e-voting agency & the Registrar and Share Transfer Agent (“**MUFG Intime/ MIPL/ RTA**”) of the Company i.e. <https://instavote.linkintime.co.in>.

SPECIAL BUSINESS(ES):

ITEM NO. 1:

APPROVAL FOR THE RE-APPOINTMENT OF APARNA POPAT VED (DIN: 08661466) AS INDEPENDENT DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the rules framed thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), any other

applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and/ or any other competent authority(ies) (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association, approval of shareholders of the Company be and is hereby accorded to re-appoint Aparna Popat Ved (DIN: 08661466) as an Independent Director for a second term of 5 (five) consecutive years commencing from April 19, 2026 to April 18, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of 197, 198, Schedule V and other applicable provisions of the Act and SEBI Listing Regulations, the approval of shareholders of the Company be and is hereby accorded for payment of remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits), for a period of 3 years from the date of her re-appointment i.e. April 19, 2026.

RESOLVED FURTHER THAT the total remuneration to be paid to Aparna Popat Ved, Independent Director as detailed above shall be exclusive of:

a) Sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting, to be paid for attending the board meeting(s) or committee meeting (s) or separate meeting (s) of Independent Directors; and

b) Reimbursement of expenses incurred, if any, to attend and participate in the board meeting(s) or committee meeting(s) or separate meeting(s) of Independent Directors, as permissible under the Act and/or SEBI Listing Regulations.

RESOLVED FURTHER THAT any director, chief financial officer and company secretary of the Company be and are hereby severally authorized to perform all acts, deeds, matters and things as they may deem necessary, proper and/ or expedient in connection with or incidental, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto."

ITEM NO. 2:

APPROVAL FOR THE RE-APPOINTMENT OF KAUSHIK DUTTA (DIN: 03328890) AS INDEPENDENT DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the rules framed thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and/ or any other competent authority(ies) (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association, approval of shareholders of the Company be and is hereby accorded to re-appoint Kaushik Dutta (DIN: 03328890) as an Independent Director for a second term of 5 (five) consecutive years commencing from March 1, 2026 up to February 28, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of 197, 198, Schedule V and other applicable provisions of the Act and SEBI Listing Regulations, the approval of shareholders of the Company be and is hereby accorded for payment of remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits), for a period of 3 years from the date of his re-appointment i.e. March 1, 2026.

RESOLVED FURTHER THAT the total remuneration to be paid to Kaushik Dutta, Independent Director as detailed above shall be exclusive of:

a) Sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting, to be paid for attending the board meeting(s) or committee meeting (s) or separate meeting (s) of Independent Directors; and

b) Reimbursement of expenses incurred, if any, to attend and participate in the board meeting(s) or committee meeting(s) or separate meeting(s) of Independent Directors, as permissible under the Act and/or SEBI Listing Regulations.

RESOLVED FURTHER THAT any director, chief financial officer and company secretary of the Company be and are hereby severally authorized to perform all acts, deeds, matters and things as they may deem necessary, proper and/ or expedient in connection with or incidental, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto."

ITEM NO. 3:

APPROVAL FOR THE RE-APPOINTMENT OF NAMITA GUPTA (DIN: 07337772) AS INDEPENDENT DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the rules framed thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and/ or any other competent authority(ies) (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association, approval of shareholders of the Company be and is hereby accorded to re-appoint Namita Gupta (DIN: 07337772) as an Independent Director for a second term of 5 (five) consecutive years commencing from March 1, 2026 up to February 28, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of 197, 198, Schedule V and other applicable provisions of the Act, the approval of shareholders of the Company be and is hereby accorded for payment of remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits), for a period of 3 years from the date of her re-appointment i.e. March 1, 2026.

RESOLVED FURTHER THAT the total remuneration to be paid to Namita Gupta, Independent Director as detailed above shall be exclusive of:

a) Sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting, to be paid for attending the board meeting(s) or committee meeting (s) or separate meeting (s) of Independent Directors; and

b) Reimbursement of expenses incurred, if any, to attend and participate in the board meeting(s) or committee meeting(s) or separate meeting(s) of Independent Directors, as permissible under the Act and/or SEBI Listing Regulations.

RESOLVED FURTHER THAT any director, chief financial officer and company secretary of the Company be and are hereby severally authorized to perform all acts, deeds, matters and things as they may deem necessary, proper and/ or expedient in connection with or incidental, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto."

ITEM NO. 4:

APPROVAL FOR THE RE-APPOINTMENT OF SUTAPA BANERJEE (DIN: 02844650) AS INDEPENDENT DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the rules framed thereunder, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and/ or

any other competent authority(ies) (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association, approval of shareholders of the Company be and is hereby accorded to re-appoint Sutapa Banerjee (DIN: 02844650) as an Independent Director for a second term of 5 (five) consecutive years commencing from April 12, 2026 to April 11, 2031 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of 197, 198, Schedule V and other applicable provisions of the Act and SEBI Listing Regulations, the approval of shareholders of the Company be and is hereby accorded for payment of remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum (including but not limited to remuneration to be paid in case of no profits/ inadequate profits), for a period of 3 years from the date of her re-appointment i.e. April 12, 2026.

RESOLVED FURTHER THAT the total remuneration to be paid to Sutapa Banerjee, Independent Director as detailed above shall be exclusive of:

a) Sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting, to be paid for attending the board meeting(s) or committee meeting (s) or separate meeting (s) of Independent Directors; and

b) Reimbursement of expenses incurred, if any, to attend and participate in the board meeting(s) or committee meeting(s) or separate meeting(s) of Independent Directors, as permissible under the Act and/or SEBI Listing Regulations.

RESOLVED FURTHER THAT any director, chief financial officer and company secretary of the Company be and are hereby severally authorized to perform all acts, deeds, matters and things as they may deem necessary, proper and/ or expedient in connection with or incidental, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto."

ITEM NO. 5:

APPROVAL FOR THE APPOINTMENT OF DEEPINDER GOYAL (DIN: 02613583) AS VICE CHAIRMAN AND NON-EXECUTIVE DIRECTOR ON THE BOARD OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with the rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 , ("**SEBI Listing Regulations**"), any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India, stock exchanges and/ or any other competent authority, (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), subject to such other approvals, as may be necessary, in accordance with the provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company ("**Board**"), consent of shareholders be and is hereby accorded to appoint Deepinder Goyal (DIN: 02613583) as Vice Chairman and Non-Executive Director on the Board for a period of 5 (five) years, effective only upon receipt of the requisite approval of the shareholders, not liable to retire by rotation, on such terms and conditions as detailed in the explanatory statement attached hereto.

RESOLVED FURTHER THAT any director, chief financial officer and /or company secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may deem necessary, proper and/or expedient, including filing of requisite forms and submission of documents with the Registrar of Companies, the stock exchanges and/or any other authority, to give effect to this resolution and for matters connected herewith or incidental hereto."

Notes:

1. The explanatory statement pursuant to Section 102 of the Act read with SS-2 and SEBI Listing Regulations is annexed hereto and forms part of the Notice.
2. In accordance with the provisions of the Act, MCA Circulars, SEBI Listing Regulations and other provisions of the applicable law(s), Notice is being sent in electronic form only by email to those members whose names appear in the register of members/ register of beneficial owners as received from depositories i.e. National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on Cut-Off Date and who have registered their email address with the Company/RTA/depository(ies)/ DPs in accordance with the process outlined in this Notice.
3. Only those members whose names are appearing in the register of members / register of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date. It is however, clarified that all members of the Company as on the Cut-Off Date (including those members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/depositories/ DPs) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this Notice in Note No. 11.
4. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 of the Rules, SS-2, MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to offer remote e-voting facility to its members. The Company has appointed MUFG Intime for facilitating remote e-voting, to enable the members to cast their votes electronically. In accordance with the MCA Circulars, physical copy of the Notice along with postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot. The vote in this postal ballot can't be exercised through proxy. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
5. Notice is also placed on the website of the Company i.e. www.eternal.com and the website of MUFG Intime i.e. <https://instavote.linkintime.co.in> and shall also be available on the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE (www.bseindia.com) and NSE (www.nseindia.com). Any member seeking a copy of this Notice may also write to us at companysecretary@eternal.com.
6. Remote e-voting period shall commence from Thursday, February 12, 2026 at 9:00 a.m. (IST) and shall end on Friday, March 13, 2026 at 5:00 p.m. (IST). The said remote e-voting module shall be disabled for voting immediately thereafter. During this period, the members of the Company holding shares in physical or electronic form, as on the Cut-Off Date may cast their vote by electronic means in the manner and process as mentioned in Note No. 11 of this Notice. Once the vote on the resolutions is cast by the member, the member shall not be allowed to change it subsequently.
7. The Board approved appointment of Nitesh Latwal (CP no.: 16276), partner, PI & Associates, in his absence, Ajay Khandelwal (CP no.: 18606), partner, PI & Associates shall act as a Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorised by him, after completion of the scrutiny of the remote e-voting and the result of voting by postal ballot will be announced by the Chairman or any other person duly authorised by him on or before Monday, March 16, 2026. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website i.e. www.eternal.com and also on the MUFG's website i.e. <https://instavote.linkintime.co.in> and shall be simultaneously communicated to the stock exchanges where the Company's equity shares are listed. The result of the Postal Ballot will also be displayed at the registered office as well as the corporate office of the Company.
9. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot, shall be deemed to have been passed on the last date of voting, i.e. Friday, March 13, 2026.

10. Registration of email addresses:

- a) Registration for shareholders holding physical shares: The members of the Company holding Equity Shares of the Company in physical form and who have not registered their email addresses are requested to update your PAN, KYC details and Nomination by submitting the relevant documents in physical copies viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 to enable us to update your KYC details to our RTA at MUFG Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi – 110058, Tel No. 011-49411000.

The formats for updation of KYC details and Nomination are available on RTA's website at <https://in.mpms.mufg.com> → Resources → Downloads → KYC → Formats for KYC. Shareholders may also download the prescribed forms from the Company's website at <https://www.eternal.com/investor-relations/>

Please also note that:

- For assistance regarding your routine queries, you may click on the chatbot icon on RTA's website at <https://in.mpms.mufg.com> and connect with "IDia".
- The security holder may register on 'SWAYAM', RTA's online Investor Self-Service Portal at [SWAYAM | \(swayam@in.mpms.mufg.com\)](https://swayam@in.mpms.mufg.com) that empowers the security holders to effortlessly access information through a dashboard and avail various services in digital mode.

Or you can write to RTA at investor helpdesk investor.helpdesk@in.mpms.mufg.com or call on Tel no.: 022-49186000.

- b) Registration for shareholders holding demat shares: In respect of demat holdings, members are requested to register their email address with the respective depository participant by following the procedure prescribed by the depository participant.

11. The instructions and other information relating to remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

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

Shareholders not registered for IDeAS facility:

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

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



METHOD 2 - NSDL e-voting website

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

METHOD 3 - NSDL OTP based login

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

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

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

Shareholders not registered for Easi/ Easiest facility:

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

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

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

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

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

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

- b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

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

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

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

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
- Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).
8. Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

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

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

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

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

STEP 1 – Custodian / Corporate Body / Mutual Fund Registration

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

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

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

STEP 3 – Steps to cast vote for Resolutions through InstaVote

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No."

- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

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

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

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

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

Forgot Password:

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

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

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

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

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab and further Click on "**forgot password?**"

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*
- User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.
- User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.
- User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

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

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

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular "Event".
 - Shareholders including body corporate, companies, mutual funds etc., (i.e. other than individuals, HUF, NRI etc.) can also send a scanned copy (PDF/ JPG format) of the board resolution/ authority letter, etc. authorising its representative to vote, to the scrutinizer at info@piassociates.co.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at companysecretary@eternal.com.
12. Rajiv Ranjan, Sr. Assistant Vice President - e-voting, MUFG Intime India Pvt. Ltd., Address: C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083, Contact no.: +91 22 49186000, email id: enotices@in.mpms.mufg.com, is responsible for addressing the grievances connected with facility for voting by electronic means.
13. All the documents referred to in the Notice, are available for inspection by the Members at the registered office and corporate office of the Company during business hours on all working days, until the last date of remote e-voting. Members seeking to inspect the same can also send an email to companysecretary@eternal.com from their registered email address mentioning their names, folio numbers, DP ID and Client ID.

**By order of the board of directors
For Eternal Limited
(Formerly known as Zomato Limited)**

**Date: February 10, 2026
Place: Gurugram**

**Sandhya Sethia
(Company Secretary & Compliance Officer)
Membership No. A29579**

EXPLANATORY STATEMENT PURSUANT TO THE ACT AND OTHER APPLICABLE LAWS

Item No. 1 to 4

Aparna Popat Ved (DIN: 08661466), Kaushik Dutta (DIN: 03328890), Namita Gupta (DIN: 07337772) and Sutapa Banerjee (DIN: 02844650) were appointed as Independent Directors for a period of 5 (five) consecutive years and each Independent Director is paid (i) remuneration of INR 1,00,00,000/- per annum; (ii) sitting fees of INR 1,00,000/- for every board, committee and Independent Directors meeting attended; and (iii) reimbursement of expenses incurred, if any, for attending and participating in such meeting(s), in accordance with the provision of the Act and SEBI Listing Regulations.

The first term of 5 (five) years of the Independent Directors is due to conclude in CY 2026, hence based on the recommendation of the Board and the Nomination and Remuneration Committee ("**NRC**"), the Company proposes to re-appoint Independent Directors for a second term of 5 (five) consecutive years and pay the same remuneration already being paid, subject to approval of shareholders by special resolution.

The proposed second consecutive term and proposed remuneration for each such independent director is set out below:

Name of Independent Director(s)	Proposed second consecutive term	Proposed remuneration
Aparna Popat Ved	April 19, 2026 to April 18, 2031 (both days inclusive)	INR 1,00,00,000/- (Indian rupees one crore only) per annum which shall be exclusive of sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting for attending meeting(s) of the Board and/ or Committees and/or separate meeting(s) of Independent Directors and reimbursement of expenses incurred, if any, for attending and participating in such meeting(s).
Kaushik Dutta	March 1, 2026 to February 28, 2031 (both days inclusive)	
Namita Gupta	March 1, 2026 to February 28, 2031 (both days inclusive)	
Sutapa Banerjee	April 12, 2026 to April 11, 2031 (both days inclusive)	

The Company has received all requisite declarations, consent, disclosures and confirmations from each Independent Director for the proposed re-appointment, in compliance with provision of the Act read with rules made thereunder and SEBI Listing Regulations including but not limited to (i) declaration of independence; (ii) confirmation on registration with the Independent Directors' data bank; (iii) confirmation he/she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his/her ability to discharge duties with an objective independent judgment and without any external influence; (iv) confirmation that he/she is not disqualified/debarred to be appointed as director. The Company has also received notice(s) proposing their candidature, for the proposed re-appointment.

The Board and the NRC have undertaken a comprehensive evaluation of the Independent Directors as set out below, which included amongst others, review of skills, expertise & competencies in the context of the Company's business and governance needs, consideration of the outcome of the performance evaluation conducted by the Company during the past years:

A. Skills, expertise & competencies

Name of Independent Director(s)	Aparna Popat Ved	Kaushik Dutta	Namita Gupta	Sutapa Banerjee
Leadership experience in general management, corporate strategic planning, understanding of organizational systems & processes	✓	✓	✓	✓
Experience in service industry, marketing, technology and e-commerce	✓	✓	✓	✓

Name of Independent Director(s)	Aparna Popat Ved	Kaushik Dutta	Namita Gupta	Sutapa Banerjee
Experience in finance, tax, public policy, human resource, legal, compliance, corporate governance and communication	✓	✓	✓	✓
Experience in leading sustainability, ESG outlook and corporate social responsibility	✓	✓	✓	✓
Experience of evaluating and managing risks and concerns including but not limited to cyber security	-	✓	✓	✓
Experience of building long term effective stakeholder's engagements and driving corporate ethics and values	✓	✓	✓	✓

B. Outcome of performance evaluation

The Company undertakes performance evaluation of directors along with that of the Board, its committees, annually in accordance with the provisions of the Act and SEBI Listing Regulations. The evaluation is facilitated by an external agency, Nasdaq Corporate Solutions International Limited, through one-on-one interviews and structured questionnaires based on pre-defined parameters such as (i) initiative, (ii) adaptability and decisiveness; (iii) commitment and integrity; (iv) participation and contribution. The evaluation enables an objective assessment of the performance, effectiveness and contribution of each Board member and identifies areas of strength and improvement.

In view of the assessment of performance conducted for past years, the Independent Directors have demonstrated effective contribution to the functioning of the Board through informed and active participation, independent judgment on strategic, operational and governance matters, and consistent adherence to high standards of integrity and ethical conduct.

Based on the comprehensive evaluation of Independent Directors, the Board and NRC are of the opinion that:

- the continued association of the Independent Directors will be beneficial to the Company and will assist the Board in maintaining an appropriate balance of skills, experience and independent judgement;
- the Independent Directors will ensure continuity in governance, oversight and effective functioning at the Board and committee levels; and
- each of the Independent Directors is a person of integrity, continues to be independent of the management of the Company and fulfills the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations.

The draft terms and conditions of re-appointment of Independent Director(s) and other documents related to the re-appointment are available for inspection by the members at the registered office and corporate office of the Company during business hours on all working days, until the last date of remote e-voting. Members seeking to inspect the same can also send an email to companysecretary@eternal.com.

Brief profiles of the Independent Directors and statutory disclosures as required under the Act read with Rules thereunder, Schedule V of the Act, SEBI Listing Regulations and Secretarial Standard-2 in respect of the proposed re-appointment and remuneration are set out in **Annexure – A** and **Annexure-B** to this Notice.

Except the Director(s) to whom the respective resolution relates and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution(s) set out in this Notice.

Accordingly, the Board and the NRC recommend and seeks the approval of shareholders of the Company for the re-appointment of Aparna Popat Ved, Kaushik Dutta, Namita Gupta and Sutapa Banerjee as Independent Directors and payment of remuneration, as set out in Item no. 1, 2, 3 and 4 of this Notice as special resolution(s).

Item No. 5

Reproduced below is Deepinder Goyal's letter to shareholders dated January 21, 2026 (which was also previously intimated to stock exchanges vide disclosure dated January 21, 2026).

Dear Shareholders,

Today, I am going to step away from the Group CEO role, and subject to shareholders' approval, will remain on the board of directors as Vice Chairman.

Albinder Dhindsa (Albi) will be Eternal's new Group CEO.

Why this change

Of late, I have found myself drawn to a set of new ideas that involve significantly higher-risk exploration and experimentation. These are the kinds of ideas that are better pursued outside a public company like Eternal. If these ideas belonged inside Eternal's strategic scope, I would have pursued them within the company. They do not. Eternal deserves to remain focused, and disciplined, while exploring new areas of growth that are relevant to its current line of business.

While I believe I personally have the bandwidth to continue what I am doing at Eternal, and also explore new ideas outside of it, the expectations, legal and otherwise, of a public company CEO in India demand singular focus.

This transition allows Eternal to remain sharply focused, while giving me the space to explore ideas that do not fit Eternal's risk profile.

What doesn't change

I have spent eighteen years, almost half my life, building this company. I will continue doing that.

Albi, Akshant, and I will continue to work closely together, as we always have. Our partnership, shared context, and trust remain unchanged. All our business CEOs will continue operating with the autonomy they have always had.

My involvement in long-term strategy, culture, leadership development, and ethics and governance, continues. This is where I have increasingly focused lately anyway.

What changes

The centre of gravity for operating decisions moves to Albi. As Group CEO, he will own day-to-day execution, operating priorities, and business decisions.

Blinkit's journey from acquisition to breakeven happened under his leadership. He built the team, the culture, the supply chain, the operating rhythm. He has the DNA of a battle-hardened founder and his ability to execute far exceeds mine. He is more than capable of leading Eternal as Group CEO. Blinkit remains our largest growth opportunity and will remain as Albi's top priority. Our decentralized structure, where each business has a CEO with full ownership, continues unchanged – and will help Albi execute this well.

On alignment and ESOPs

My financial future remains meaningfully tied to Eternal, and my incentives remain aligned with long-term shareholder value creation.

As part of this transition, all of my unvested ESOPs will revert to the ESOP pool. This ensures that Eternal continues to have meaningful wealth-creation opportunities for its next generation of leaders, while strengthening long-term retention without incremental shareholder dilution.

Looking ahead

Eighteen years ago, the idea that a menu scanning company could be worth tens of billions of dollars, provide livelihoods to hundreds of thousands of people, and serve millions of families daily would have seemed absurd. We helped prove it was possible. And there's a lot in store for Eternal to do over the next few decades.

I believe Eternal is not going to lose focus or momentum through this change. Rather, it is reinforcing its institutional strength. And personally, I gain the flexibility to explore ideas that sit outside Eternal's scope, without compromising the company's priorities.

I want Eternal to become India's most valuable company. I want us to serve a billion customers. I want us to create the most positive impact on society. I want us to be the source of livelihoods for millions of Indians. None of that changes. This is a change in title, not in commitment towards outcomes. Eternal remains my life's work.

Thank you for your continued trust and support.

Deepinder Goyal

As mentioned in the letter above, Deepinder Goyal continues to remain engaged with the Company in his capacity as the founder of the Company. Additionally, the Board has recommended his appointment as Vice Chairman and Non-Executive Director on the Board, subject to shareholder approval.

Since the Company's IPO in 2021, under Deepinder's leadership, the Company's topline (NOV) has grown >10x (60%+ CAGR) to INR 86,519 crore in calendar year 2025 (vis-a-vis calendar year 2020), while making meaningful progress on profitability with INR 925 crore of consolidated Adjusted EBITDA profit in CY25. As an outcome, the market capitalization of the Company has grown ~4x since IPO to over INR 2.5 lakh crore today, with Eternal becoming the largest listed new-age tech company in India and also the first new-age tech company to have become a constituent of India's top two stock market indices - Nifty50 and Sensex.

Given Deepinder's invaluable experience, institutional knowledge and know-how acquired while building and scaling the Company over the last two decades, the Board believes that it would be in the long-term interest of the Company and its shareholders for Deepinder to continue to stay on and guide the Company on its next phase of evolution, growth and value creation. Accordingly, the Board recommends the appointment of Deepinder Goyal as Vice Chairman and Non-Executive Director on the Board effective from the receipt of shareholder approval.

Brief profile of the Deepinder Goyal and statutory disclosures as required under the Act, SEBI Listing Regulations and Secretarial Standard-2 in respect of the proposed appointment are given below:

Deepinder Goyal, aged 43, holds an integrated Master's degree in Technology (Mathematics & Computing) from IIT Delhi. He is the founder of the Company and was formerly with Bain & Company. He was first appointed to the Board on January 18, 2010, and as on the Cut-Off Date, he holds 36,94,71,500 equity shares of the Company. Further, he does not hold directorships or committee positions in any other company and has not resigned from any other listed entity in the past three years. He has attended all the 6 (six) Board meetings held during the period starting from April 1, 2025 to January 31, 2026. He has no inter-se relationships with any other Director or Key Managerial Personnel of the Company. He has not drawn any salary in the past 5 years. He will not draw any remuneration as Vice Chairman and Non-Executive Director.

As Vice Chairman and Non-Executive Director, Deepinder's roles and responsibilities shall include the below along with such other roles and responsibilities as may be mutually agreed between Company and Deepinder.

Strategic oversight and long-term direction

- Providing guidance on long-term strategy, capital allocation and sustainable growth.
- Assisting the Board in evaluating long-term opportunities and risks.

Governance, ethics and risk management

- Supporting the Board in strengthening governance frameworks, ethical standards, compliance and risk oversight mechanisms.
- Contributing to enterprise-level risk and governance discussions at the Board level.

Leadership development and succession

- Contributing to leadership development initiatives and succession planning for senior management, in coordination with the Board and the NRC.
- Providing mentorship and strategic guidance to senior leadership without exercising executive authority.

Institutional continuity and stewardship

- Acting as a source of institutional memory and continuity, drawing on his experience as founder and long-standing executive leader of the Company.
- Supporting the Board and management by providing historical context and long-term perspective.

Culture, values and long-term purpose

- Championing the Company's culture, values and long-term purpose, ensuring alignment between growth ambitions and ethical foundations.

Board effectiveness

- Supporting effective Board functioning, quality deliberations and constructive engagement between the Board and management.
- Participating in Board and committee meetings in his capacity as a Non-Executive Director.

The Company has received requisite consent, disclosures and confirmations (including confirmation related to non-debarment) from Deepinder Goyal and notice proposing his candidature for the proposed appointment, in compliance with provision of the Act read with rules made thereunder and SEBI Listing Regulations.

Except Deepinder Goyal and his relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution.

Accordingly, the Board and NRC recommend the resolution set out at Item No. 5 of the Notice for approval of the shareholders as ordinary resolution.

Relevant documents are available for inspection at the registered office and corporate office of the Company during business hours on all working days until the last date of remote e-voting. Members may also write to companysecretary@eternal.com for inspection.

Annexure A

1. **APARNA POPAT VED**

Aparna Popat Ved, aged 48, appointed as Independent Director on April 19, 2021, is a former international badminton player and a two-time Olympian (2000 and 2004). She represented India for over 13 years across major international tournaments, including the World Championships, Asian Games and Commonwealth Games, winning four Commonwealth medals, including a silver medal in 1998. At the World Junior Championship in 1996, she won a silver medal, becoming the first Indian to achieve this distinction. She dominated the national badminton circuit with 16 National Championship singles titles over 17 years, including nine consecutive Senior National titles, equalling the national record.

In recognition of her sporting achievements, the Government of India conferred upon her the Arjuna Award in 2005. With a career-high world ranking of No. 16, she retired as India's No. 1 player, remaining undefeated at the National Championships.

She has served as the Executive Director of the Olympians Association of India and was the Co-founder and Chief Operating Officer of "All Is Well", an AI-enabled sports and fitness technology start-up focused on enhancing athletic performance. She is currently a member of the General Assembly of the Indian Olympic Association and the CII National Committee on Sports.

She was one of 17 participants selected globally, and the only Indian participant, for the Global Sports Mentoring Programme 2012, an initiative of the U.S. Department of State, promoted by the former U.S. Secretary of State, Ms. Hillary Clinton, and ESPNW, aimed at empowering women and girls through sport.

She holds a Bachelor's degree in commerce from the University of Mumbai and a Master's degree in Business Administration from the Sikkim Manipal University.

She has attended all the 7 (seven) board meeting(s) held during the period starting from April 1, 2025 to February 10, 2026. Further she has confirmed that she does not hold any shares in the Company.

She presently draws remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum and sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting attended, along with reimbursement of expenses, if any as detailed above. Upon her re-appointment as an Independent Director, she will continue to draw the same.

Directorships and committee positions held in other companies:

Name of the Company(ies)	Name of the Committee(ies)	Category
Listed Company(ies)*		
Hero Fincorp Limited	• Corporate Social Responsibility Committee	• Member
Unlisted Company(ies)		
Sportsvkan Private Limited	-	-

**Listed companies include companies whose equity are listed on a stock exchange and high value debt listed companies.*

Resignation from Directorships in listed entity(s) (past 3 years):

Nil

2. **KAUSHIK DUTTA**

Kaushik Dutta, aged 63, was appointed as an Independent Director on March 1, 2021. He is a seasoned corporate governance professional with over 40 years of experience in audit, financial reporting, risk management, capital markets and public policy. He is the founding Co-Director of the Thought Arbitrage Research Institute (TARI), an independent Indian think tank focused on corporate governance, sustainability, economy and public policy.

He retired from PricewaterhouseCoopers in 2010 after more than 22 years, including 17 years as a Partner. During his tenure, he held several leadership roles, including member of the India Leadership Team, National IFRS Leader, Corporate Governance Practice Leader and Deputy Assurance Leader. He also worked with PwC International's Global Capital Markets Group in New York, overseeing risks in capital markets.

He has worked closely with regulators and public institutions, serving as a corporate governance expert with the Indian Institute of Corporate Affairs and as a Senior Expert with the Serious Fraud Investigation Office (SFIO), including contributing to the committee report on Early Warning Signals for Predicting Fraud in India. He is also associated with not-for-profit organisations including HelpAge, PSI and DPS Society.

He is a noted author and thought leader in corporate governance and public policy. His publications include *Corporate Governance – Myth to Reality* (2005), *India Means Business – How the Elephant Earned its Stripes* (2012), *Handbook for Independent Directors – Upholding the Moral Compass* (2015; Second Edition, 2016), contribution to *C.R. Datta on Company Law* (2018), and Ministry of Corporate Affairs – *Corporate Governance – Change and Continuity* (2016). He has also authored over 100 thought papers across newspapers, journals and business publications.

He is a Fellow Member of the Institute of Chartered Accountants of India, holds a Bachelor of Commerce degree from St. Xavier's College.

He has attended all the 7 (seven) board meeting(s) held during the period starting from April 1, 2025 to February 10, 2026. Further he has confirmed that she does not hold any shares in the Company.

He presently draws remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum and sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting attended, along with reimbursement of expenses, if any as detailed above. Upon his re-appointment as an Independent Director, he will continue to draw the same. Further, he is also receiving sitting fees of INR 1,00,000/- (Indian rupees one lakh only) for each Board meeting(s) attended in Blink Commerce Private Limited, material subsidiary of the Company.

Directorships and committee position held in other companies:

Name of the Company(ies)	Name of the Committee(ies)	Category
Listed Company(ies)*		
Ather Energy Limited	<ul style="list-style-type: none"> ● Audit Committee ● Risk Management Committee 	<ul style="list-style-type: none"> ● Chairman ● Chairman
Blackbuck Limited	<ul style="list-style-type: none"> ● Audit Committee ● Investment Committee ● Nomination and Remuneration Committee 	<ul style="list-style-type: none"> ● Chairman ● Member ● Chairman
Hero Fincorp Limited*	<ul style="list-style-type: none"> ● Audit Committee ● Stakeholders Relationship Committee 	<ul style="list-style-type: none"> ● Chairman ● Member
PB Fintech Limited	<ul style="list-style-type: none"> ● Audit Committee 	<ul style="list-style-type: none"> ● Chairman
Unlisted Company(ies)		
Blink Commerce Private Limited	-	-
Paisabazaar Marketing and Consulting Private Limited	<ul style="list-style-type: none"> ● Audit Committee ● Nomination and Remuneration Committee 	<ul style="list-style-type: none"> ● Member ● Member
Resilient Innovations Private Limited	<ul style="list-style-type: none"> ● Audit Committee 	<ul style="list-style-type: none"> ● Member
Shiprocket Limited	<ul style="list-style-type: none"> ● Audit Committee ● Nomination, Remuneration and Compensation Committee ● Risk Committee 	<ul style="list-style-type: none"> ● Member ● Chairman ● Member
Thought Arbitrage Research Institute	-	-

*Listed companies include companies whose equity are listed on a stock exchange and high value debt listed companies.

Resignation from Directorships in listed entity(s) (past 3 years):

- Newgen Software Technologies Limited
- HCL Infosystems Limited

3. **NAMITA GUPTA**

Namita Gupta, aged 47, appointed as Independent Director on March 1, 2021, has over 13 years of global technology and product leadership experience, having previously worked with leading technology companies including Meta (Facebook) and Microsoft in senior engineering and program management roles. She also held leadership roles in product and technology, including senior positions at global technology and internet companies. She is also widely recognized in the technology and product ecosystem and holds 17 U.S. patents across areas such as social networks, developer platforms and search technologies.

Driven by a strong commitment to addressing air pollution in India and building sustainable, environment-friendly solutions, She is the Founder and Director of Airveda Technologies Private Limited ("**Airveda**"), a technology-driven clean air solutions company focused on building data-based tools to help individuals, institutions and governments monitor and improve air quality. Airveda develops connected air quality monitoring devices and platforms that provide real-time pollution data to support health decisions and policy interventions. She founded Airveda to help citizens better understand and manage air quality exposure and to build scalable environmental monitoring networks. During the period starting from April 1, 2025 till February 10, 2026, Company has availed dashboard subscription services for air quality monitors for ~3.78 Lakhs from Airveda.

She holds an integrated Master's degree of Technology in Mathematics and Computing and a Bachelor's degree from the Indian Institute of Technology, Delhi.

She has attended all the 7(seven) board meeting(s) held during the period starting from April 1, 2025 to February 10, 2026. Further she has confirmed that she does not hold any shares in the Company.

She presently draws remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum and sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting attended, along with reimbursement of expenses, if any as detailed above. Upon her re-appointment as an Independent Director, she will continue to draw the same. Further, She is also receiving sitting fees of NR 1,00,000/- (Indian rupees one lakh only) for each Board meeting(s) attended in Zomato Hyperpure Private Limited, material subsidiary of the Company.

Directorships and committee positions held in other companies:

Name of the Company(ies)	Name of the Committee(ies)	Category
Listed Company(ies)*		
Honasa Consumer Limited	<ul style="list-style-type: none">● Corporate Social Responsibility Committee● Nomination and Remuneration Committee● Stakeholders Relationship Committee	<ul style="list-style-type: none">● Member● Member● Chairperson
Unlisted Company(ies)		
Airveda Technologies Private Limited	-	-
Zomato Hyperpure Private Limited	-	-

**Listed companies include companies whose equity are listed on a stock exchange and high value debt listed companies.*

Resignation from Directorships in listed entity(s) (past 3 years):

Nil

4. **SUTAPA BANERJEE**

Sutapa Banerjee, aged 60, appointed as Independent Director on April 12, 2021, is a senior finance and governance professional with over three decades of experience across global banking, investment management and leadership advisory. She spent 24 years in the financial services industry across two

multinational banks—ANZ Grindlays and ABN AMRO—and an Indian investment bank, Ambit Capital, where she built and headed multiple businesses.

She is widely recognised for having successfully built private banking businesses from the ground up at both ABN AMRO Bank and Ambit Capital. In recognition of her leadership in wealth management, she was voted one of the *Top 20 Global Rising Stars of Wealth Management* by the Institutional Investor Group in 2007, being the only Indian and one of only two awardees from Asia. As Chief Executive Officer, she led Ambit Private Wealth to be recognised as the *Best Private Bank in India* in the AsiaMoney Polls in 2013. In 2012, she was shortlisted among the *50 Most Powerful Women* by *Fortune India*.

In the social sector, she has previously served on the Board of Oxfam and as the Nominee Director of Women’s World Banking, New York, in India.

She is an Advanced Leadership Fellow (2015) at Harvard University and is actively engaged in teaching, consulting, writing and speaking, both in India and internationally on behavioural insights and design thinking, including their applications in corporate governance. As a visiting faculty at IIM Ahmedabad, she taught a course on behavioural biases in decision-making and their impact on corporate practices, with a focus on gender, marking a first-of-its-kind offering at a business school. She is also an adjunct faculty on Corporate Governance at the Indian Institute of Corporate Affairs, the Government of India think tank under the Ministry of Corporate Affairs, and works as a decision coach for senior leadership talent.

She has served on the CII National Committee on Integrity and Transparency in Governance, the CII National Committee on Women’s Empowerment, the Indian Women Network, and the Advisory Panel of the India Responsible Business Forum.

She is a gold medallist in Economics from XLRI School of Management and holds a degree in Economics from Presidency College, Kolkata.

Sutapa Banerjee has attended all the 7(seven) board meeting(s) held during the period starting from April 1, 2025 to February 10, 2026. Further, she has confirmed that she does not hold any shares in the Company.

She presently draws remuneration of INR 1,00,00,000/- (Indian rupees one crore only) per annum and sitting fees of INR 1,00,000/- (Indian rupees one lakh only) per meeting attended, along with reimbursement of expenses, if any as detailed above. Upon her re-appointment as an Independent Director, she will continue to draw the same.

Directorships and committee positions held in other companies:

Name of the Company(ies)	Name of the Committee(ies)	Category
Listed Company(ies)*		
Godrej Properties Limited	<ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Environment, Social and Governance Committee ● Nomination and Remuneration Committee ● Risk Management Committee ● Stakeholders Relationship Committee 	<ul style="list-style-type: none"> ● Member ● Member ● Member ● Chairperson ● Member ● Chairperson
Ideaforge Technology Limited	<ul style="list-style-type: none"> ● Audit Committee ● Nomination and Remuneration Committee 	<ul style="list-style-type: none"> ● Member ● Chairperson
JSW Cement Limited	<ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Nomination and Remuneration Committee 	<ul style="list-style-type: none"> ● Member ● Member ● Member
Polycab India Limited	<ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Nomination and Remuneration Committee ● Risk Management Committee 	<ul style="list-style-type: none"> ● Member ● Member ● Member ● Chairperson

Name of the Company(ies)	Name of the Committee(ies)	Category
Unlisted Company(ies)		
Axis Capital Limited	<ul style="list-style-type: none"> ● Audit Committee ● Corporate Social Responsibility Committee ● Nomination and Remuneration Committee ● Risk Management Committee 	<ul style="list-style-type: none"> ● Member ● Chairperson ● Chairperson ● Member
Girnar Software Private Limited	-	-
Satsure Analytics India Private Limited	-	-

**Listed companies include companies whose equity are listed on a stock exchange and high value debt listed companies.*

Resignation from Directorships in listed entity(s) (past 3 years):

- Camlin Fine Sciences Limited
- JSW Holdings Limited

Annexure B

I. General Information:

Sr. No.	Description	Remarks																																								
1	Nature of Industry	E-commerce																																								
2	Date or expected date of commencement of commercial production	Not Applicable																																								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																								
4	Financial performance based on given indicators	<p style="text-align: right;">INR crore</p> <table border="1"> <thead> <tr> <th colspan="4">Standalone</th> </tr> <tr> <th>Particulars</th> <th>FY 2025</th> <th>FY 2024</th> <th>FY 2023</th> </tr> </thead> <tbody> <tr> <td>Total Revenue (including other income)</td> <td>9,877</td> <td>7,542</td> <td>5,507</td> </tr> <tr> <td>Profit before tax</td> <td>2,190</td> <td>1,372</td> <td>117</td> </tr> <tr> <td>Profit after tax</td> <td>1,960</td> <td>1,371</td> <td>117</td> </tr> </tbody> </table> <p style="text-align: right;">INR crore</p> <table border="1"> <thead> <tr> <th colspan="4">Consolidated</th> </tr> <tr> <th>Particulars</th> <th>FY 2025</th> <th>FY 2024</th> <th>FY 2023</th> </tr> </thead> <tbody> <tr> <td>Total Revenue (including other income)</td> <td>21,320</td> <td>12,961</td> <td>7,761</td> </tr> <tr> <td>Profit / (Loss) before tax</td> <td>697</td> <td>291</td> <td>(1,015)</td> </tr> <tr> <td>Profit / (Loss) after tax</td> <td>527</td> <td>351</td> <td>(971)</td> </tr> </tbody> </table>	Standalone				Particulars	FY 2025	FY 2024	FY 2023	Total Revenue (including other income)	9,877	7,542	5,507	Profit before tax	2,190	1,372	117	Profit after tax	1,960	1,371	117	Consolidated				Particulars	FY 2025	FY 2024	FY 2023	Total Revenue (including other income)	21,320	12,961	7,761	Profit / (Loss) before tax	697	291	(1,015)	Profit / (Loss) after tax	527	351	(971)
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5	Foreign investments or collaborations, if any	<p>As on December 31, 2025, foreign holding in the Company is approx. 36.68% which includes the following:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>No. of equity shares</th> <th>Percentage (%)</th> </tr> </thead> <tbody> <tr> <td>Foreign Direct Investment</td> <td>17,87,70,515</td> <td>1.85</td> </tr> <tr> <td>Foreign Portfolio Investors (Category 1 & 2)</td> <td>3,31,89,28,522</td> <td>34.39</td> </tr> <tr> <td>Foreign Nationals</td> <td>24,35,117</td> <td>0.03</td> </tr> <tr> <td>Non-Resident Indians (repat)</td> <td>1,92,68,649</td> <td>0.20</td> </tr> <tr> <td>Overseas Body Corporate</td> <td>2,04,54,216</td> <td>0.21</td> </tr> </tbody> </table>	Particulars	No. of equity shares	Percentage (%)	Foreign Direct Investment	17,87,70,515	1.85	Foreign Portfolio Investors (Category 1 & 2)	3,31,89,28,522	34.39	Foreign Nationals	24,35,117	0.03	Non-Resident Indians (repat)	1,92,68,649	0.20	Overseas Body Corporate	2,04,54,216	0.21																						
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6	Default in payment of dues to bank or public financial institution or non-convertible debentures holders or any other secured creditors	Not Applicable																																								

II. Information about the Independent Director(s):

Sr. No.	Description	Remarks
1	Background details	Set out in the explanatory statement above
2	Past remuneration	
3	Recognition or awards	
4	Job profile and his suitability	
5	Remuneration proposed	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is commensurate with size and complexity of business of the group, profile of directors, fiduciary responsibilities associated with their role, and remuneration drawn for similar positions in companies of similar size and scale.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Except to the extent of remuneration and other details disclosed above, none of the Independent Directors has pecuniary relationship directly or indirectly with the Company. Further none of the Independent Directors have any inter-se relationship with the managerial personnel or other director.

III. Other Information

Sr. No.	Description	Remarks
1	Reasons for loss or inadequate profits	<p>In the financial year 2024-25, consolidated business remained Adjusted EBITDA, EBITDA and PAT profitable for the full fiscal year. Consolidated Adjusted EBITDA profit improved to INR 1,079 crore in FY25 (from INR 372 crore in FY24). The Company also reported a consolidated PAT profit of INR 527 crore in FY25.</p> <p>However, as per Section 198 of the Act, the net profit computation for the purpose of remuneration requires certain adjustments relating to prior period losses. After accounting for the impact of these adjustments, the Company has inadequate profit / loss during the financial year ended March 31, 2025.</p>
2	Steps taken or proposed to be taken for improvement	The Company has been profitable since FY24 onwards and continues to make progress on profitability in each of its four key businesses.
3	Expected increase in productivity and profit in measurable terms	<p>The Company has been making progress on profitability across its key businesses even in the current financial year (FY26) -</p> <p>Adjusted EBITDA margin of our food delivery business improved to 5.4% (as a % of NOV) in Q3FY26 compared to 4.6% in FY25. The margins in this business are already in the expected steady state range of 5-6% of NOV.</p>

Sr. No.	Description	Remarks
		<p>Our quick commerce business turned Adjusted EBITDA break-even for the full quarter in Q3FY26 compared to -1.3% Adjusted EBITDA margin (as a % of NOV) in FY25. We expect margins to increase to 5-6% of NOV in steady state.</p> <p>Our B2B supplies business Hyperpure also turned Adjusted EBITDA positive in Q3FY26 compared to an Adjusted EBITDA margin of -1.4% (as a % of Revenue) in FY25. We expect margins to increase to 4-5% of Revenue in steady state.</p> <p>Our Going-out business is still in nascent stages. We expect to achieve 4-5% Adjusted EBITDA margin (as a % of NOV) in this business over the long term.</p>

**By order of the board of directors
For Eternal Limited
(Formerly known as Zomato Limited)**

**Date: February 10, 2026
Place: Gurugram**

**Sandhya Sethia
(Company Secretary & Compliance Officer)
Membership No. A29579**