

POSTAL BALLOT NOTICE

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

To,

The Members,

PICCADILY SUGAR AND ALLIED INDUSTRIES LIMITED

Notice is hereby given pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October 2023 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October 2024 ("SEBI Circulars"), General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 and 9/2023 dated 25th September,2023, 09/2024 dated 19th September 2024 and subsequent circulars issued in this regard, the including Circular No. 03/2025 dated 22nd September 2025 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution(s) set out in this Notice are proposed to be passed by the Members of **Piccadily Sugar And Allied Industries Limited**('the Company') by means of Postal Ballot, only by remote e-voting process ('remote e-voting' or 'e voting').

The proposed Resolutions along with the Explanatory Statement pursuant to Section 102(1), 110 and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice. The instructions for remote e-voting are appended to this Notice.

In compliance with the aforesaid MCA and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent ('RTA')/ Depository Participant(s). The communication of assent or dissent of the Members would take place only through the remote e-voting system and the hard copy of Postal Ballot Notice (along with postal ballot forms) and prepaid business envelope through post will not be sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depositories Limited (hereinafter referred to as "NSDL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA and SEBI Circulars, the Company has made necessary arrangements with M/s MAS Services Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register

their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

In accordance with the provisions of the MCA Circulars, and other applicable laws and regulations, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its Members to cast their votes electronically. Members are requested to read the instructions in the Notes forming part of this Notice to cast their vote electronically through the remote e-voting process which commences from **9.00 a.m. (IST) on 19th May, 2026 and concludes at 5.00 p.m.(IST) on 17th June, 2026.** The remote e-voting will be disabled by NSDL thereafter.

Shareholders/Members are requested to carefully read the instructions and procedures indicated in this Notice to cast their vote electronically. Postal ballot e-Voting Period is as follows:

Start Date and Time	9.00 a.m. (IST) on Tuesday, the 19th day of May,2026
Close Date and Time	5.00 p.m. (IST) on Wednesday, the 17th day of June 2026

Members whose names appear on the register of Members / List of Beneficial owners as on the cut-off date i.e. 15th May, 2026 will only be considered eligible for the purpose of e voting.

The Board of Directors of the Company has appointed Mr. Prince Chadha (Membership no.32856) of M/s. P Chadha and Associates, Practicing Company Secretary as Scrutinizer for conducting the postal ballot, through e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any person authorized by him. The Postal Ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer's Report, on the Company's website www.psailpatran.com and on NSDL website www.evoting.nsdl.com within 2 (Two) working days from conclusion of the e-voting period. Further, the same shall be submitted to the stock exchanges on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com.

The proposed resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. **17th day of June 2026.**

ITEMS OF SPECIAL BUSINESS REQUIRING CONSENT OF SHAREHOLDERS THROUGHPOSTAL BALLOT ARE AS UNDER:

SPECIAL BUSINESS:

Item No. 1

Appointment of Ms. Renu Rawat (DIN: 08161739) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Renu Rawat (DIN: 08161739), who has been appointed as an Additional Director (designated as Independent Director) of the Company by the Board of Directors with effect from 08.05.2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years, starting from 08th May, 2026 to 07th May, 2031.

RESOLVED FURTHER THAT the Board or Company Secretary or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto including but not limited to delegating all or any of its powers herein conferred to any Director(s)/officials of the Company to give effect to the aforesaid resolutions.”

Item No. 2

To appoint Statutory Auditors to fill casual vacancy and to fix their remuneration.

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

“**RESOLVED THAT** subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N) be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by resignation of M/s. Jain & Associates, Chartered Accountants (Firm Registration No. 001361N), to hold the office from 27.04.2026, until the conclusion of the forthcoming Annual General Meeting of the Company, as such remuneration and reimbursement of out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By the Order of Board of Directors

For **PICCADILY SUGAR & ALLIED INDUSTRIES LIMITED**

Kajal Goel
Company Secretary
M.No.A 37752

Place: Gurugram
Date:08.05.2026

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of the business as set out in the Notice is annexed hereto.
2. In compliance with MCA Circulars, the Company will send Postal Ballot Notice only by email to all its Members who have registered their email addresses with the Depository Participants (DPs)/ M/s MAS Services Limited (Company’s Registrar and Share Transfer Agents or RTA) and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on 15th May, 2026 (Cut-off Date). A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
3. The results of the Postal Ballot/e-voting shall be declared by placing it, along with Scrutinizer’s Report, on the Company’s website www.psailpatran.com and on NSDLE-Voting website that is www.evoting.nsdl.com within 2 (Two) working days from conclusion of the e-voting period. Further, the same shall be submitted to the stock exchange on which the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com.
4. In accordance with the MCA circulars, the Company has made arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same with the Depository Participants (DPs), if the shares are held in electronic form.
5. In terms of Sections 108, 110 and other applicable provisions of the Act, as amended, read together with the Rules and in compliance with Regulation 44 of the Listing Regulations as amended from time to time, the Company has arranged to provide remote e-voting facility to all the members of the Company. The Company has appointed National Securities Depositories Limited (hereinafter referred to as “NSDL”) for providing e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
6. The e-voting facility will be available only during the e-voting period which will commence from **9.00 a.m. (IST) on 19th May, 2026 and concludes at 5.00 p.m. (IST) on 17th June, 2026**. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
7. To support ‘Green Initiative’ for receiving all communication (including Notice of Postal Ballot) from the Company electronically, members holding shares in dematerialised mode are requested to register/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant.

8. The voting rights of members shall be in proportion to their share of the paid-up equity share capital as on the Cut-off Date i.e., 15th May, 2026.
9. The proposed resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. **17th day of June 2026**.
10. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and Institutional members are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to prince.chadha88@gmail.com with a copy marked to evoting@nsdl.com and the Company at piccadilygroup34@rediffmail.com.
11. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. i.e. **17th day of June 2026**. Any member seeking to inspect can send an e-mail to the Company at piccadilygroup34@rediffmail.com with subject line "Inspection of Documents", mentioning their name, DP Id and Client Id and documents they wish to inspect.
12. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is M/s MAS Services Limited. All documents, transmission, duplicate shares/confirmation letters dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:
Mas Services Limited (Registrars & Share Transfer Agent)
T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020
Ph: +91 11 2638 7281 /82 /83, Fax: +91 11 2638 7384, Mobile:- +91-8929884917
Email: info@masserv.com
Web: www.masserv.com
13. In case of any queries relating to voting by electronic means, please refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at the Help section of www.evoting.nsdl.com in case of any grievances connected with facility for voting by electronic means.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

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

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


Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li data-bbox="500 934 1430 1262">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.<li data-bbox="500 1297 1430 1665">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.<li data-bbox="500 1671 1430 1797">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<li data-bbox="500 1803 1430 1896">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

	<p>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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="695 625 1177 772" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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 evoting 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with 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 Mhelpdesk.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 Character 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 use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will 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 from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- 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 prince.chadha88@gmail.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.
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 on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to piccadilygroup34@rediffmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to piccadilygroup34@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the following Explanatory Statement and annexure thereto setting out all material facts relating to the business mentioned at Item No. 1 and Item No. 2 of the accompanying Postal Ballot Notice dated **08.05.2026** should be taken as forming part of this Notice.

SPECIAL BUSINESS:

Item No. 1

Based on the recommendation of Nomination and Remuneration Committee and Board at its meeting held on 08.05.2026, approved the appointment of Ms. Renu Rawat (DIN: 08161739), as an Additional Non-Executive Independent Director of the Company, with effect from 08.05.2026, subject to shareholders' approval for a term of 5 (five) consecutive years, i.e. from 08th May, 2026 till 07th May, 2031 in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

The Company has received all the statutory declarations/disclosures from Ms. Renu Rawat including the following:

- (a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (b) confirmation that she meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- (c) confirmation that she is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (d) confirmation that she is registered with the Independent Director's databank; and
- (e) declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Pursuant to Regulation 17(1C) of the Listing Regulations, Ms. Renu Rawat shall hold office for a period of three months from the date of appointment and approval will be taken. Ms. Renu Rawat is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Ms. Renu Rawat's candidature as an Independent Director of the Company.

For appointment of Ms. Renu Rawat on the Board, the Nomination and Remuneration Committee took into consideration her rich and varied experience and expertise in strategic advisory, policy advisory and governance. Further, the Nomination and Remuneration Committee also noted that

skills, expertise and competencies possessed by Ms. Renu Rawat were in alignment with the skills and expertise, identified by the Committee and the Board, for the Directors of the Company.

Ms. Renu Rawat (DIN: 08161739) has completed her education from Bachelor of Arts from Punjab University. Her knowledge integrity makes her a strong candidate to serve as an Independent Director, ensuring transparency, accountability, and value addition to the Board.

Currently, she is working as an Independent Directors in many renowned organizations.

In the opinion of the Board, Ms. Renu Rawat fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as an Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, as on the date of Notice, are provided as per **Annexure 1** to this Notice. Ms. Renu Rawat, being the appointee, is interested in the proposed resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

The Board recommends the Special Resolution as set out in Notice in Item no.1 for approval of the Members.

ITEM NO. 2

The Members of the Company at its 29th Annual General Meeting (AGM) held on 28th September, 2022 had appointed M/s. Jain & Associates, Chartered Accountants (Firm Registration No. 001361N) as Statutory Auditors of the Company to hold office from the conclusion of 29th AGM till the conclusion of 34th Annual General Meeting of the Company.

M/s. Jain & Associates, Chartered Accountants (Firm Registration No. 001361N) vide their letter dated April 27, 2026 have resigned from the position of Statutory Auditor of the Company, due to some personal reasons and non-renewal of Peer Review Certificate and there is no other reason resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors in its meeting held on April 27th, 2026 as per the recommendation of the Audit Committee and pursuant to the provisions of Section 139(8) of the Companies Act, 2013 has appointed M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N), to hold office as Statutory Auditor of the Company till the conclusion of forthcoming Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. Jain & Associates, Chartered Accountants (Firm Registration No. 001361N) subject to the approval by the members at the Postal Ballot/Extra Ordinary General Meeting, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

M/s Rattan Kaur & Associates, Chartered Accountants (Firm Registration No. 022513N) is a partnership firm established in the year 2009. The firm consists of 4 Chartered Accountants having rich & wide experience in Auditing, Taxation and Finance. The firm is conducting Audit of Banks, Internal Audits and Statutory Audit of Listed and unlisted Private /Limited companies.

The Company has received consent letter and eligibility certificate from M/s Rattan Kaur & Associates, Chartered Accountants to act as Statutory Auditors of the Company in place of M/s. Jain & Associates, Chartered Accountants (Firm Registration No. 001361N) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

By Order of the Board

Kajal Goel
Company Secretary & Compliance Officer
Membership No: A37752
Place: Gurugram
Date: 08.05.2026

Annexure1

Particulars of the Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of Listing Regulations read with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Name	Ms. Renu Rawat (DIN 08161739)
Nationality	Indian
Date of Birth	09/05/1971
Date of first appointment On board	Appointed as an Additional Non-Executive Independent Director with effect from 08 th May2026
Brief resume Qualification and Experience and expertise In specific functional areas	Ms. Renu Rawat (DIN: 08161739) has completed her education from Bachelor of Arts from Punjab University. Her knowledge integrity makes her a strong candidate to serve as an Independent Director, ensuring transparency, accountability, and value addition to the Board. Currently, she is working as an Independent Directors in many renowned organizations.
Nature of expertise in specific functional area	Ms. Renu Rawat (DIN: 08161739) has completed her education from Bachelor of Arts from Punjab University. Her knowledge integrity makes her a strong candidate to serve as an Independent Director, ensuring transparency, accountability, and value addition to the Board. Currently, she is working as an Independent Directors in many renowned organizations.
Directorship held in other Companies	1. JCBL LIMITED -Director (Independent) 2. SYSCHEM(INDIA) LIMITED- Director (Independent) 3. JCBL MARRELTIPPERS PRIVATE LIMITED- Director (Independent) 4. ORIENT CRAFT INFRASTRUCTURE LIMITED- Director (Independent)
Name of Listed entities From which the proposed Person has resigned in The past three years	Nil
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil
Disclosure of relationship inter-se with Directors and Key Managerial Personnel of the Company	Nil