

# NOTICE

## KALYAN JEWELLERS INDIA LIMITED

CIN - L36911KL2009PLC024641

Registered Office: TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur, Kerala - 680 002  
Web: [www.kalyanjewellers.net](http://www.kalyanjewellers.net), Telephone No.: 0487 2437333, E-mail: [cs@kalyanjewellers.net](mailto:cs@kalyanjewellers.net)

## **NOTICE OF POSTAL BALLOT**

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

Dear Member(s):

**NOTICE** is hereby given by Kalyan Jewellers India Limited ("**Company**") pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**"), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and General Circular No(s) 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (herein collectively referred to as "**MCA Circulars**") and other applicable laws and regulations (including statutory modifications or re-enactments thereof), as amended from time to time, for seeking consent of the members of the Company to transact the following Special Business through the process of Postal Ballot, by electronic means ("**e-voting**") only.

The Resolutions along with the Explanatory Statement, setting out material facts and reasons for passing the below mentioned resolutions is attached.

In compliance with the provisions of the Act and the SEBI Listing Regulations, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The hard copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to Members for this Postal Ballot.

The instructions for e-voting are appended to this Postal Ballot Notice. You are requested to peruse the following proposed Resolutions along with the Explanatory Statement and thereafter record your assent or dissent by means of e-voting system only, provided by the Company.

Members are requested to carefully read the instructions for voting through electronic means ("**e-voting**"), and cast their vote electronically from Friday, February 13, 2026 (9:00 AM IST) to Saturday, March 14, 2026 (5.00 PM IST) by following the procedures as explained in the Notes.

The Board of Directors of the Company ("**Board**") has in compliance with Rule 22(5) of the Rules, appointed Mr. M R Thiagarajan, (Membership No. ACS-5327/COP: 6487), Company Secretary in Practice, as the Scrutinizer to scrutinize the process of Postal ballot by electronic means (e-voting) in a fair and transparent manner.

Upon completion of the scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman of the Company within the stipulated time. The results of the Postal Ballot shall be announced by the Chairman or any person authorised by the Chairman of the Company on or before Monday, March 16, 2026 at the Registered Office of the Company at TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur-680002, Kerala State. The said results would be displayed at the Registered office of the Company and intimated to NSDL and Stock Exchanges where the Company's shares are listed (BSE Limited and National Stock Exchange of India Limited) as well as displayed on the website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and along with the Scrutinizer's Report, on the Company's website at [www.kalyanjewellers.net](http://www.kalyanjewellers.net)

## SPECIAL BUSINESS

### Item No-1

#### **APPROVE THE APPOINTMENT OF Ms. RADHIKA RAMANI (DIN: 11224935) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE (5) YEARS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time and for the time being in force, the appointment of Ms. Radhika Ramani (DIN: 11224935), who was appointed as Additional Director [designated as an Independent Director] pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) years commencing from January 14, 2026 till January 13, 2031, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and in terms of the SEBI Listing Regulations, Ms. Radhika Ramani be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed from time to time and as approved by the Members at General Meeting of the Company.

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be, expedient or proper to give effect to the above resolution.”

### Item No-2

#### **APPROVE THE APPOINTMENT OF Mr. C.R RAJAGOPAL (DIN: 08853688) AS NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A TERM OF FIVE (5) YEARS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors), Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, the appointment of Mr. C.R. Rajagopal (DIN: 08853688), who was appointed as Additional Director [designated as an Independent Director] pursuant to the provision of Section 161(1) of the Act and the Articles of Association and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) years commencing from January 14, 2026 till January 13, 2031 be and is hereby approved.”

**RESOLVED FURTHER THAT** pursuant to the provision of sections 149, 197 and other applicable provisions of the Act and the rules made thereunder and in terms of the SEBI Listing Regulations, Mr. C.R Rajagopal be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed from time to time and as approved by the Members at General Meeting of the Company.”

**RESOLVED FURTHER THAT** any one of the Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be, expedient or proper to give effect to the above resolution.”

By Order of the Board  
**For Kalyan Jewellers India Limited**

Sd/-  
**Jishnu R.G.**  
Company Secretary & Compliance Officer  
ACS No. 32820

Place: Thrissur  
Date: 06.02.2026

**NOTES:**

1. The statement under Section 102 of the Companies Act, 2013, rules made thereunder, the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolutions, forming part of this Notice is annexed.
2. In compliance with the aforesaid MCA Circulars Regulation 44 of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("SS-2") and SEBI Circular(s) dated 12<sup>th</sup> May 2020, 15<sup>th</sup> January 2021, 13<sup>th</sup> May 2022, 5<sup>th</sup> January 2023, 7<sup>th</sup> October 2023, and 03<sup>rd</sup> October 2024 Postal Ballot Notice for e-voting are being sent through electronic mode only to members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Saturday, February 07, 2026 ("**Cut-off Date**") and whose email address are registered with the Company/Registrar and Share Transfer Agent ("**RTA**") or Depository/ Depository Participants. Members may note that the Postal ballot Notice will also be available on the Company's website [www.kalyanjewellers.net](http://www.kalyanjewellers.net), websites of the Stock Exchanges- BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and on the website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)). Physical copies of the Postal Ballot notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA Circulars.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on Saturday, February 07, 2026 ("**Record Date**")/ ("**Cut-off Date**") will be considered for the purpose of e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
4. The e-voting period commences on Friday, February 13, 2026 (9:00 AM IST) to Saturday, March 14, 2026 (5.00 PM IST). During this period, members of the Company holding equity shares either in physical form or in dematerialised form as on the record date, i.e., Saturday, February 07, 2026, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting after Saturday, March 14, 2026 (5.00 PM IST). Once the vote on a resolution is cast by a member, he or she will not be allowed to change it subsequently.
5. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Record Date i.e., Saturday, February 07, 2026.
6. The resolutions passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.
7. In compliance with Section(s) 108 and 110 of the Act and Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the e-voting facility provided by NSDL. The instructions for e-voting are given under the section "**Procedure to Vote Electronically Voting by Electronic using NDSL e-voting System**" below.
8. The Scrutinizer will submit his report to the Chairman or a person authorised by him, after the completion of scrutiny and the result of the voting will be announced on or before Monday, March 16, 2026 at the Registered office of the Company at TC-32/204/2, Sitaram Mill Road, Punkunnam, Thrissur – 680 002, Kerala State and intimated NSDL and Stock Exchanges where the Company's shares are listed (BSE Limited and National Stock Exchange of India Limited) and displayed along with the Scrutinizer's Report on the Company's web-site at [www.kalyanjewellers.net](http://www.kalyanjewellers.net)
9. The last date specified for e-voting i.e., Saturday, March 14, 2026 (5:00 PM IST) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority and will also be the date of the deemed general meeting of the members of the Company.
10. The documents, if any referred to in the statement, will be available for inspection at the Registered Office of the Company during business hours on all working days from the date of dispatch of this Notice till Saturday, March 14, 2026 (5:00 PM IST).

## PROCEDURE TO 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

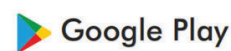
#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

**NSDL Mobile App is available on**



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. the .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- 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?

- 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.
  - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
  - Now you are ready for e-Voting as the Voting page opens.
  - 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.
  - Upon confirmation, the message "Vote cast successfully" will be displayed.
- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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 [mrthiagarajan@gmail.com](mailto:mrthiagarajan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under “e-Voting” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request at [evoting@nsdl.com](mailto: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 [cs@kalyanjewellers.net](mailto:cs@kalyanjewellers.net)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@kalyanjewellers.net](mailto:cs@kalyanjewellers.net) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1**

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee of the Board ("NRC"), and pursuant to the provisions of Sections 149, 161(1) of the Companies Act, 2013 ("Act") and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, appointed Ms. Radhika Ramani (DIN: 11224935) as Additional Director (Non- Executive Independent), designated Independent Director of the Company, w.e.f. January 14, 2026 for a period of Five (5) consecutive years, subject to the approval of the Members of the Company. She will be also the women director on the Board in place of Ms Kishore Jayendra Udeshi who ceased to be Independent Director of the Company with effect from 16<sup>th</sup> January 2026 on completion of her tenure.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires the approval of the shareholders of the Company. Further, pursuant to Regulation 17(1C) of the Listing Regulations, a listed entity is required to obtain shareholders' approval for appointment of a person on the Board of Directors at the next general meeting or within a period of three (3) months from the date of such appointment, whichever is earlier, by passing a special resolution.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing the candidature of Ms. Radhika Ramani for the office of Independent Director of the Company. The Board of Directors, by way of a circular resolution passed on January 14, 2026, based on the recommendation of the NRC, considered and recommended her appointment as an Independent Director of the Company for a term of five (5) consecutive years commencing from January 14, 2026 up to January 13, 2031, subject to the approval of the Members by way of a Special Resolution. She shall not be liable to retire by rotation.

Ms. Radhika Ramani is a media and communications leader with a deep understanding of risk, return, and stakeholder expectations. She has over 25 years of global experience and a record of driving growth, transformation, and accountability for leading agency brands. She has built specialist investment teams, managed agency P&Ls, operationalised process and

governance requirements and scaled multi-market advertising mandates.

With on-the-ground experience in the UK, Singapore, and India, her expertise spans media strategy, communication planning, and performance-led disciplines of search, social, programmatic and e-commerce. Known for her people-centric and collaborative leadership style, she is adapt at navigating complex organisational structures, leading transformation initiatives, and embedding data-led decision-making and accountability in large teams. In her previous role, she served as Managing Partner (South) at Motivator, a media agency within the GroupM network.

Ms. Radhika Ramani holds a Master's in Data Science from Deakin University, an MBA from the Goa Institute of Management. She currently serves as Global Head of Growth Operations at Dentsu, UK bringing a forward-looking perspective on customer and growth agendas, combined with a strong orientation to innovation and long-term value creation.

The Company has received from Ms. Radhika Ramani:

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act;
- (iii) declaration under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations; and
- (iv) declaration that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

Ms. Radhika Ramani is not disqualified from being appointed as a Director under Section 164 of the Act and has not been debarred from holding the office of Director by SEBI or any other statutory authority. She is also registered with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs (IICA), Ministry of Corporate Affairs.



The Nomination and Remuneration Committee and the Board have assessed the veracity of the declarations and documents furnished by Ms. Radhika Ramani and, based on such assessment, are of the opinion that she fulfils the conditions specified in the Act, the Rules and the Listing Regulations and is independent of the management of the Company. The Board is also satisfied that she possesses the requisite skills, experience and knowledge to be appointed as an Independent Director of the Company.

The letter of appointment setting out the terms and conditions of her appointment is available for inspection by the Members through electronic mode.

Additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings is provided in the Annexure to this Notice.

In view of the above, the Board of Directors recommend the Special Resolution set out in Item No. 1 of the Notice for approval of the Members.

Save and except Ms. Radhika Ramani and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

## Item No-2

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee of the Board ("NRC"), and pursuant to the provisions of Sections 149, 161(1) of the Companies Act, 2013 ("Act") and Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company, appointed Mr. C.R Rajagopal (DIN - 08853688) as Additional Director (Non- Executive Independent), designated Independent Director of the Company, w.e.f. January 14, 2026 for a period of Five (5) consecutive years, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of an Independent Director requires the approval of the shareholders of the Company. Further, pursuant to Regulation 17(1C) of the Listing Regulations, a listed entity is required to obtain shareholders' approval for appointment of a person on the Board of Directors at the next general meeting or within a period of three (3) months from the date of such appointment, whichever is earlier by passing a special resolution.

The Company has received a notice in writing from a member under Section 160(1) of the Act proposing the candidature of Mr. C.R Rajagopal for the office of Independent Director of the Company. The Board

of Directors, by way of a circular resolution passed on January 14, 2026, based on the recommendation of the NRC, considered and recommended his appointment as an Independent Director of the Company for a term of five (5) consecutive years commencing from January 14, 2026 up to January 13, 2031, subject to the approval of the Members by way of a Special Resolution. He shall not be liable to retire by rotation.

Mr. C R Rajagopal is a Chartered Accountant by profession having extensive experience of more than 35 years. Post qualification in 1984, he was involved in designing integrated ERP systems and IT Security, when the industry was still in the nascent stage. He commenced his professional practice as a Partner with a member firm of a Big Four Network (Deloitte Haskins & Sells LLP). Presently, he is in pursuit of his vision "Entrepreneur to Enterprise" aiming to support large Family businesses, building sustainability and value. He has handled leading players of Retail, fashion, Automotive component manufacturing, Mining, Agriculture, Plantations and Textile Industries during his professional stint in the firm. His core areas of expertise are finance, private equity, mergers, acquisitions and reorganisations. He specializes and is highly adapt in formulation of strategy, governance management, risk mitigation, financial and corporate restructuring and is well networked with emerging family businesses. He is passionate about the development and growth of family owned businesses and has advised and mentored more than 15 enterprises, who are now recognised global operators.

The Company has received from Mr. C.R Rajagopal:

- (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act;
- (iii) declaration under Section 149 (7) of the Act and Regulation 25(8) of the Listing Regulations to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations; and
- (iv) declaration that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

Mr. C.R Rajagopal is not disqualified from being appointed as a Director under Section 164 of the Act and has not been debarred from holding the office

of Director by SEBI or any other statutory authority. He is also registered with the Independent Directors' databank maintained by the Indian Institute of Corporate Affairs (IICA), Ministry of Corporate Affairs.

The Nomination and Remuneration Committee and the Board have assessed the veracity of the declarations and documents furnished by Mr. C.R Rajagopal and, based on such assessment, are of the opinion that he fulfils the conditions specified in the Act, the Rules and the Listing Regulations and is independent of the management of the Company. The Board is also satisfied that he possesses the requisite skills, experience and knowledge to be appointed as an Independent Director of the Company.

The letter of appointment setting out the terms and conditions of his appointment is available for inspection by the Members through electronic mode.

Additional information pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings is provided in the Annexure to this Notice.

In view of the above, the Board of Directors recommend the Special Resolution set out in Item No. 2 of the Notice for approval of the Members.

Save and except Mr. C.R Rajagopal and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

**ANNEXURE TO THE POSTAL BALLOT NOTICE: ADDITIONAL INFORMATION ON DIRECTORS PURSUANT TO THE PROVISIONS OF REGULATION 36 OF THE SEBI LISTING REGULATIONS & SECRETARIAL STANDARDS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, AS APPLICABLE:**

<b>Name of the Director</b>	<b>Radhika Ramani</b>	<b>C.R. Rajagopal</b>
Director Identification Number	11224935	08853688
Date of Birth, Age (years)	28.06.1976, 50 years	08.01.1960, 66 years
Date of first appointment	14.01.2026	14.01.2026
Qualification, Experience and Expertise in specific functional areas	<p>Ms. Radhika Ramani is a media and communications leader with a deep understanding of risk, return, and stakeholder expectations. She has over 25 years of global experience and a record of driving growth, transformation, and accountability for leading agency brands. She has built specialist investment teams, managed agency P&amp;Ls, operationalised process and governance requirements and scaled multi-market advertising mandates.</p> <p>With on-the-ground experience in the UK, Singapore, and India, her expertise spans media strategy, communication planning, and performance-led disciplines of search, social, programmatic and e-commerce. Known for her people-centric and collaborative leadership style, she is adept at navigating complex organisational structures, leading transformation initiatives, and embedding data-led decision-making and accountability in large teams. In her previous role, she served as Managing Partner (South) at Motivator, a media agency within the GroupM network.</p> <p>Radhika holds a Master's in Data Science from Deakin University, an MBA from the Goa Institute of Management. She currently serves as Global Head of Growth Operations at Dentsu, UK bringing a forward-looking perspective on customer and growth agendas, combined with a strong orientation to innovation and long-term value creation.</p>	<p>Mr. C.R. Rajagopal is a Chartered Accountant by profession having extensive experience of more than 35 years. Post qualification in 1984, he was involved in designing integrated ERP systems and IT Security, when the industry was still in the nascent stage. He commenced his professional practice as a Partner with a member firm of a Big Four Network (Deloitte Haskins &amp; Sells LLP). Presently, he is in pursuit of his vision "Entrepreneur to Enterprise" aiming to support large Family businesses, building sustainability and value. He has handled leading players of Retail, fashion, Automotive component manufacturing, Mining, Agriculture, Plantations and Textile Industries during his professional stint in the firm. His core areas of expertise are finance, private equity, mergers, acquisitions and reorganisations. He specializes and is highly adapt in formulation of strategy, governance management, risk mitigation, financial and corporate restructuring and is well networked with emerging family businesses. He is passionate about the development and growth of family owned businesses and has advised and mentored more than 15 enterprises, who are now recognised global operators.</p>
Brief Resume/profile	Please see Explanatory Statement	Please see Explanatory Statement
Terms and conditions of appointment/re-appointment	Appointed as Additional Director (Non- Executive Independent) Director for a period of five years from January 14, 2026 to January 13, 2031	Appointed as Additional Director (Non- Executive Independent) for a period of five years from January 14, 2026 to January 13, 2031
Relationship with other Directors/Key Managerial Personnel	Nil	Nil
Last Remuneration drawn	Nil	Nil
Details of Remuneration sought to be paid	Sitting fees for attending Board and Committee Meetings, if any, where she is a member & Commission, as determined by the Board of Directors.	Sitting fees for attending Board and Committee Meetings, if any, where he is a member & Commission, as determined by the Board of Directors.
Shareholding in the Company including as a beneficial owner	Nil	Nil
Number of Meetings of the Board attended during the financial year (FY 2025-26)	1 out of 1 meeting held	1 out of 1 meeting held

<b>Name of the Director</b>	<b>Radhika Ramani</b>	<b>C.R. Rajagopal</b>
List of Directorships held in other Companies (including listed companies, if any)	Nil	A. S.P Retail Ventures Limited B. Eastman Exports Global Clothing Private Limited C. S.P. Apparels Limited D. Kaapi Machines (India) Private Limited E. Bohne Engineering Private Limited F. Tricolour Financial Services Private Limited G. Thriveni Earthmovers And Infra Private Limited H. Young Brand Global Private Limited I. Candere Lifestyle Jewellery Private Limited J. Adithya Automotive Applications Limited K. GHCL Textiles Limited L. Values Alternative Investments International Private Limited M. Young Brand Apparel Private Limited
Name of Listed Companies from which the Director has resigned in the past three years	Nil	Nil
List of Committees of Board of Directors, in which Member/Chairman	Nil	1. Kalyan Jewellers India Ltd Audit Committee - Member Nomination and Remuneration Committee - Member 2. GHCL Textiles Limited Audit Committee - Chairman Risk Management Committee - Member 3. S.P. Apparels Limited Audit Committee - Chairman Nomination and Remuneration Committee - Chairman Stakeholders Relationship Committee - Chairman Risk Management Committee - Member 4. Adithya Automotive Applications Limited Audit Committee - Chairman Nomination and Remuneration Committee - Member
Summary of Performance Evaluation of Director	NA	NA
Justification for appointment of Director	Please refer Explanatory Statement	Please refer Explanatory Statement