



**DE NEERS TOOLS LIMITED**

**CIN:** L29309DL2021PLC384229

**Reg. Off:** P. No. 468, Ground Floor, Industrial Area Patparganj, Delhi, India, 110092

**Phone:** +91-11-4206-2555. **Email:** [compliance@deneerstools.com](mailto:compliance@deneerstools.com)

**Web:** [www.deneerstools.com](http://www.deneerstools.com)

**POSTAL BALLOT NOTICE**

**[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]**

Dear Member(s),

**NOTICE** is hereby given to the members of **DE NEERS TOOLS LIMITED** (the "Company") pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (collectively the "Act", which shall include any statutory modifications, amendments or re-enactments thereto) read with General Circular Nos.14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September, 2023, 09/2024 dated 19<sup>th</sup> September, 2024 and 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (as amended from time to time), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with the equity listing agreement executed with the stock exchange on which the equity shares of the Company are listed, for seeking approval of the shareholders by way of ordinary resolution/special resolution, as the case may be, for matters as considered in the Resolution(s) appended below through postal ballot ("Postal Ballot") by way of e-voting only.

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the Explanatory Statement pertaining to the said Resolution setting out the material facts and related particulars is annexed hereto.

This Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, June 19<sup>th</sup>, 2026 ('cut-off date)** as received from Bigshare Services Private Limited ("Bigshare or RTA"), the Registrar and Share Transfer Agent ("RTA") of the Company and whose e-mail addresses are registered with the Depositories (in case of electronic shareholding). In compliance with the provisions of Section 108 and Section 110 of the Act, read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide an e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of Bigshare for facilitating e-voting. The Company has made necessary arrangements with 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 Postal Ballot Notice.

The physical copies of Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the aforementioned MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Board has appointed Ms. Ashita Kaul, of Ashita Kaul & Associates, Company Secretaries (CP No. 6529), as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The Remote e-Voting facility will be available during the period as given below:

Commencement of Remote e-Voting	<b>Sunday, June 21, 2026 (9:00 a.m. IST)</b>
Closure of Remote e-Voting	<b>Monday, July 20, 2026 (5:00 p.m. IST)</b>

The e-voting facility will be disabled by Bigshare immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before **Wednesday, July 22, 2026**, and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution.

The results of the postal ballot (including voting through electronic means), along with the Scrutinizer’s report, will be made available on the website of the Company at [www.deneerstools.com](http://www.deneerstools.com) and intimated to the stock exchange, where the shares of the Company are listed i.e., NSE.

In case shareholders/investors have any queries regarding E-voting, you may refer to the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <https://ivote.bigshareonline.com>, under the download section or you can email us at [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

**SPECIAL BUSINESS:**

**1. RECLASSIFICATION OF MR. KANAV GUPTA, PROMOTER FROM “PROMOTER/PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations, 2015”) including any modification(s) / amendment(s) / re-enactment(s) thereto, based on the approval of the Board of Directors accorded at its Meeting held on 22<sup>nd</sup> December, 2025 and based on the No-Objection/approval letter dated 15<sup>th</sup> May, 2026 received from the National Stock Exchange of India Limited (the “Stock Exchange”), and/ or such other approval, as may be required, the consent of the Members of the Company be and is hereby accorded to reclassify the following person(s)/entity(ies) (hereinafter individually and jointly referred to as the “Applicants”) from “Promoter and Promoter Group” category to “Public” category, based on the requests received from them:

<b>Sr. No.</b>	<b>Name of the Applicants, i.e. members of the promoter and promoter group seeking reclassification</b>	<b>No. of Equity Shares held by the Company</b>	<b>Percentage of shareholding / voting rights*</b>
1	Mr. Kanav Gupta	7,45,200	8.42
	<b>Total</b>	<b>7,45,200</b>	<b>8.42</b>

\*Note- The company has issued shares on a preferential basis due to which the corresponding change in %age of holding of shares of Mr. Kanav Gupta changed from 8.66% to 8.42%.

**RESOLVED FURTHER THAT** the above Applicants have confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI Listing Regulations, 2015 have been complied with and also confirmed that post re-classification from “Promoter and Promoter Group” category to “Public” category, shall continue to comply with conditions mentioned under Regulation 31A of SEBI Listing Regulations, 2015.

**RESOLVED FURTHER THAT** for giving effect to the foregoing resolution, any of the Directors and Company Secretary be and are hereby severally authorised to do all acts, deeds, matters and things and execute all documents, deeds and writings, and make all necessary filings and applications, and take all steps and give such directions as may be required, necessary, expedient, or desirable in connection with or incidental thereto for and on behalf of the Company in connection therewith with any person, statutory and/or governmental authority.

**RESOLVED FURTHER THAT** a true copy of the foregoing resolution certified to be true by any of the Directors or the Company Secretary be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.

**FOR DE NEERS TOOLS LIMITED**

Sd/-

**Neeraj Kumar Aggarwal**

Managing Director

DIN: 08058134

Date: 20<sup>th</sup> June 2026

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**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Resolution and the reasons thereof, is annexed.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members as on **Friday, June 19<sup>th</sup>, 2026 ('cut-off date')** received from the Depositories and whose e-mail address is registered with the Company / Depositories. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, June 19<sup>th</sup>, 2026 ('cut-off date'). A member cannot exercise his/ her vote by proxy on a Postal Ballot.
3. As per Section 110 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Postal Ballot Notice be served on the members through electronic means only. Accordingly, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP").
4. The Postal Ballot Notice has been uploaded on the website of the Company, [www.deneerstools.com](http://www.deneerstools.com) and on the website of the Stock Exchange, i.e. [www.nseindia.com](http://www.nseindia.com) and on the website of Bigshare Services Pvt. Ltd. at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com).
5. The remote e-voting shall commence on **Sunday, June 21, 2026 (9:00 a.m. IST)** and shall end on **Monday, July 20, 2026 (5:00 p.m. IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their votes electronically. The remote e-voting module shall be disabled by Bigshare for voting thereafter.
6. Members, whose names appear in the Register of Members/list of Beneficial Owners received on the cut-off date, i.e., Friday, June 19<sup>th</sup>, 2026 (as on close of working hours) will be considered for the purpose of e-voting. A person who is not a Member on the Cut-off Date should treat this Notice for information purposes only. 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 email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the above-mentioned Resolution in accordance with the process specified in this Notice.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and SEBI Listing Regulations, the Company is offering e-voting facility to all its Members to exercise their right to vote. For this purpose, the Company has entered into an arrangement with M/s. Bigshare Services Pvt. Ltd. (Bigshare), the Company's Registrar and Transfer Agents (RTA), the

Members to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice. A Member shall only avail this facility as per the instructions provided herein.

8. The Board has appointed Ms. Ashita Kaul, of Ashita Kaul & Associates, Company Secretaries (CP No. 6529), as the Scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.
9. Upon completion of the scrutiny of electronic responses, the Scrutinizer will submit a report to the Chairman or the Company Secretary of the Company. The results of the Postal Ballot will be declared on or before Wednesday, July 22, 2026. The said result, along with scrutinizer’s report(s) will be displayed on the Company’s website viz., [www.deneerstools.com](http://www.deneerstools.com) and on the website of Bigshare Services Pvt. Ltd. at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com). The results shall simultaneously be communicated to the National Stock Exchange of India Limited.
10. The said resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Monday, July 20, 2026.
11. Members holding shares in demat mode, who have not registered their email addresses or wish to change/update communication details (Address, Bank details, Phone No. etc) are requested to contact their depository participants.
12. Members who are holding equity shares in physical form and who have not registered their email addresses or wish to change/ update communication details (Address, Bank details, Phone No., etc.) are advised to submit documents below to the RTA of the Company M/s. Bigshare Services Pvt Ltd.

**E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER**

- i. The voting period begins on **Sunday, June 21, 2026 (9:00 a.m. IST)** and ends on **Monday, July 20, 2026 (5:00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date **Friday, June 19<sup>th</sup>, 2026**, may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

- iii. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 numbers and email IDs in their demat accounts in order to access the e-Voting facility.

- 1. Pursuant to above said SEBI Circular, **the Login method for e-Voting for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method

<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for the CDSL Easi / Easiest facility can login through their existing user id and password. The option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see the e-Voting page of <b>BIGSHARE</b>, the e-Voting service provider, and you will be redirected to the <b>i-Vote</b> website 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, i.e. <b>BIGSHARE</b>, 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, the option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on the registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-Voting is in progress, and also be able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b>, and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see the e-Voting services. Click on "Access to e-Voting" under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> </ol>

	<p>3) Visit the e-Voting website of NSDL. Open a 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 the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site where you can see the e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <p>4) 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 the registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be redirected to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After a Successful login, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or the e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

__Login type	Helpdesk details
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Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or by contacting toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.

**2. Login method for e-Voting for shareholders other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on the “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on the E-Voting Platform.
- Please enter your ‘**USER ID**’ (User ID description is given below) and ‘**PASSWORD**’, which is shared separately on your registered email ID.
  - Shareholders holding shares in a **CDSL demat account should enter 16 Digit Beneficiary ID** as the user ID.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as the user ID.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as the user ID.

***Note** If you have not received any user ID or password, please email from your registered email ID or contact i-vote helpdesk team. (Email ID and contact number are mentioned in the helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to the e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company, then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under the ‘**INVESTOR LOGIN**’ tab and then click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, the Password will be sent to his / her registered e-mail address).*

### **Voting method for shareholders on the i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select the event for which you are desire to vote under the dropdown option.
- Click on **the “VOTE NOW”** option, which is appearing on the right-hand side, top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote, you will receive a confirmation message on the display screen and you will also receive an email at your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once a vote on a resolution is casted, it cannot be changed subsequently.
- Shareholders can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under the “**PROFILE**” option on the investor portal.

### **3. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, a message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If the Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company, then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under the ‘**CUSTODIAN LOGIN**’ tab and further click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, the Password will be sent to his / her registered email address).*

### **Voting method for the Custodian on the i-Vote E-voting portal:**

- After successful login, the **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under the “**DOCUMENTS**” option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
  - Click on upload document “**CHOOSE FILE**” and upload the power of attorney (POA) or board resolution for the respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

**Investor Vote File Upload:**

- To cast your vote, select the “**VOTE FILE UPLOAD**” option from the left-hand side menu on the custodian portal.
- Select the Event under the dropdown option.
- Download the sample voting file and enter relevant details as required, and upload the same file under the upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and you can also check the file status on display (Once a vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under the “**PROFILE**” option on the custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholders other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/investors have any queries regarding E-voting, you may refer to the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under the download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338

**Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013**

**In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013, and statement of additional information as required under SEBI Listing Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice and should be taken as forming part of the Notice.**

**Item No. 1**

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations, 2015”), provides a mechanism for reclassification of shareholders from the “Promoter and Promoter Group” category to the “Public” category. In terms of the said Regulation, the Company received requests on 18<sup>th</sup> December, 2025 from the person(s)/entity(ies) tabled herein below forming part of the members of the Promoter and Promoter Group of the Company (hereinafter individually and jointly referred to as the “**Applicants**”), informing their intention of reclassification from “Promoter and Promoter Group” category to “Public” category subject to the approval of the Board, no objection/approval of the National Stock Exchange of India Limited (the “**Stock Exchange**”) and approval of the Shareholders of the Company, as per the applicable legal provisions.

The company had also received the reclassification request from Mr. Manoj Gupta and Ms. Anju Gupta, however, they withdrew their application vide letter dated 25<sup>th</sup> April, 2026 and the same was duly intimated to the Stock Exchange.

Accordingly, as per Regulation 31A of the SEBI Listing Regulations, 2015, the Board of Directors of the Company, at its Meeting held on 22<sup>nd</sup> December, 2025, had considered requests of the following Applicants for reclassification:

<b>Sr. No.</b>	<b>Name of the Applicants, i.e. members of the promoter and promoter group seeking reclassification</b>	<b>No. of Equity Shares held by the Company</b>	<b>Percentage of shareholding /voting rights*</b>
1	Mr. Kanav Gupta	7,45,200	8.42
	<b>Total</b>	<b>7,45,200</b>	<b>8.42</b>

*\*Note- The company has issued shares on a preferential basis, due to which the corresponding change in %age of holding of shares of Mr. Kanav Gupta changed from 8.66% to 8.42%.*

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015, the aforesaid Applicants seeking reclassification have confirmed that they-

- a) do not hold more than ten per cent of the total voting rights in the listed entity;
- b) do not exercise control over the affairs of the listed entity directly or indirectly;
- c) do not have any special rights with respect to the listed entity through formal or informal arrangements, including through any shareholder agreements;
- d) are not being represented on the board of directors (including by way of nominee directorship) of the listed entity and shall not be represented on the Board for a period of at least three years from the date of approval of reclassification.

- e) do not act as key managerial personnel in the listed entity and shall not act as key managerial person for a period of at least three years from the date of approval of reclassification.
- f) are not a 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines;
- g) are not a fugitive economic offender.

Further, the aforesaid Applicants have provided an undertaking that they are compliant with the conditions set out in Regulation 31A(3)(b) of the SEBI Listing Regulations, 2015 and that they would continue to comply with the conditions mentioned in Regulation 31A of the SEBI Listing Regulations, 2015 post reclassification from "Promoter and Promoter Group" category to "Public" category.

Each Applicant has confirmed that there is no pending regulatory action against such Applicant. Each Applicant has also confirmed that the Applicant shall:

- a) at all times from the date of re-classification, continue to comply with the conditions specified in sub-clause (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of SEBI Listing Regulations, 2015; and
- b) comply with the conditions mentioned in sub-clauses (iv), (v) of clause (b) of regulation 31A (3) of SEBI Listing Regulations, 2015 for a period of not less than 3 (three) years from the date of reclassification and thereafter.

Based on the confirmations received from the respective Applicants, the Board of Directors at its meeting held on 22<sup>nd</sup> December, 2025 noted that the Applicants were not involved in day-to-day operations of the Company and had no participation or influence, directly or indirectly, in the management decisions of the Company and hence the Applicants were seeking reclassification from the "Promoter and Promoter Group" category to "Public" category. Applicants had also confirmed that they neither attended the offices of the Company nor received any communication/ information from the Company other than in their capacity as a Shareholder.

On the basis of the above rationale and in accordance with the provisions of Regulation 31A of the SEBI Listing Regulations, 2015, the said requests for reclassification were considered, analyzed and approved by the Board of Directors at its meeting held on 22<sup>nd</sup> December, 2025, which was subject to the receipt of no objection/approvals of the Stock Exchange and approval of the Shareholders, and/ or such other approval, as may be required. Also, pursuant to Regulation 31A(3)(c) of the SEBI Listing Regulations, 2015:

- a) the Company is compliant with the requirement for minimum public shareholding as required under Regulation 38 of SEBI Listing Regulations, 2015;
- b) the trading in the Company's Equity Shares is not suspended by the Stock Exchange;
- c) the Company does not have any outstanding dues to SEBI, the Stock Exchanges or the depositories.

Based on the approval accorded by the Board and in accordance with Regulation 31A (3) of the SEBI Listing Regulations, 2015, an application seeking no objection/approval of the Stock Exchanges was filed by the Company on 25<sup>th</sup> December, 2025. Accordingly, the Stock Exchange, *vide* its letters dated 15<sup>th</sup> May, 2026, had provided its' no objection/approval for reclassification of the Applicants from the "Promoter/Promoter Group" category to the "Public" category.

The pre- and post-shareholding of the Company pursuant to the reclassification of the Applicants would be as follows:

Category	% shareholding prior to reclassification	% shareholding post reclassification
Promoter and Promoter Group	46.25%	37.83%
Public	53.75%	62.17%
<b>TOTAL</b>	<b>100.00%</b>	<b>100.00%</b>

*\*Note- The company has issued shares on a preferential basis, due to which there is a change in %age of shareholding.*

As per Regulation 31A (3) of the SEBI Listing Regulations, 2015, post receipt of no objection/ approval letters of the Stock Exchanges, the Company is required to obtain approval of the shareholders for reclassification of persons belonging to “Promoter/Promoter Group” category to the “Public” category within a period of sixty days from the date of receipt of no-objection/ approval letters from the Stock Exchange.

Accordingly, the aforesaid proposal for reclassification of the Applicants from “Promoter/Promoter Group” category to the “Public” category is being placed before the members of the Company by way of an Ordinary Resolution, and the Board recommends the **Ordinary Resolution** as set out at **Item no. 1** of this Notice, for approval by the Members of the Company. The Members may note that in accordance with the SEBI Listing Regulations, 2015, the Applicants and persons related as defined under clause (b) of sub-regulation (1) of Regulation 31A of the SEBI Listing Regulations, 2015 shall not vote on this resolution.

None of the Directors/Key Managerial Personnel of the Company or their relatives (to the extent of their shareholding in the Company, if any) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.