CIN : L93000DL2013PLC258273
GSTIN : 07AADCI3472Q1Z2
PAN : AADCI3472Q
PF No. : DLCPM-33296
ESI No. : 1100081251000101
MSME : UDYAM-DL-11-0006466

Icon Facilitators Limited
(Formerly known as Icon Facilitators Private Limited)
C-28, 2nd Floor, C-Block, Community Center
Janak Puri New Delhi-110058
Tele No. 011-42603176
Email: iconfacilities@gmail.com

August 04, 2026

To,
BSE Limited
Phirozee Jeejeebhoy Tower
Dalal Street, Fort
Mumbai – 400001

BSE Scrip Code: 544426

Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

With reference to captioned subject and pursuant to Regulation 30 read with Schedule III of SEBI Listing Regulations, we hereby enclose the Notice dated July 27, 2026 of Postal Ballot along with explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to the following special businesses-

S. No.	Particulars	Type of Resolution
1.	To approve the adoption and implementation of “ICON FACILITATORS LIMITED – EMPLOYEE STOCK OPTION SCHEME 2026 (“ESOS 2026” OR THE “SCHEME 2026”).	Special Resolution
2.	Grant of Stock options 1% or more of the issued share capital of the Company	Special Resolution

In compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to the Postal Ballot Notice.

Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company’ Registrar and Share Transfer Agent, viz., Maashitla Securities Private Limited (the “RTA”) as on Friday, July 31, 2026.

The remote e-Voting shall commence on Wednesday, August 05, 2026, at 09:00 a.m. (IST) and shall end on Thursday, September 03, 2026, at 05:00 p.m. (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter.

You are requested to take the above information on your record.

Thanking you

Yours Faithfully
For Icon Facilitators Limited

Pooja
Digitally signed by Pooja
Date: 2026.08.04 12:11:13 +05'30'

Pooja
Company Secretary & Compliance Officer

Encl: As above

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POSTAL BALLOT NOTICE

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

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024, General Circular No. 03/2025 dated September 22, 2025 and other relevant circulars issued by the Ministry of Corporate Affairs ("MCA"), Government of India (the "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company, through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice"). In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/ Company's RTA i.e. Maashitla Securities Private Limited/Depository Participant(s) as on July 31, 2026 ("Cut-off Date"). The Company has engaged the services of Central Depositary Services Limited("CDSL") for the purpose of providing remote e-voting facility to its members. The instructions to cast vote through remote e-voting forms part of the 'Notes' to this Notice. The Notice is also available on the website of the Company www.iconf.in.

The remote e-voting facility will be available for the following period:

Commencement of e-voting: Wednesday, August 05, 2026 (9:00 A.M. IST)

End of e-voting: Thursday, September 03, 2026 (5:00 P.M. IST)

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 not later than 5:00 p.m. (IST) on Thursday, September 03, 2026. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1. Approval for adoption of the "ICON FACILITATORS LIMITED – EMPLOYEE STOCK OPTION SCHEME 2026 ("ESOS 2026" OR THE "SCHEME 2026").

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ***("Companies Act"),*** Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***("SEBI (SBEB & SE) Regulations")***, relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ***("SEBI Listing Regulations")***, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**"FEMA Regulations"**) and Foreign Exchange Management (Non-Debt Instrument) Rules, 2019 and other applicable provisions for the time being in force and as may be modified from time to time, and other laws, rules, regulations, circulars and guidelines of any / various statutory / regulatory authority(ies) that are or may become applicable (collectively referred to herein as the "**Applicable Laws**"), relevant provisions of the Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded for the approval of Icon Facilitators Limited Employees Stock Options Scheme 2026 ***("ESOS 2026" or "Scheme 2026")*** and the Board of Directors *(hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution)* be and is hereby authorised to create, grant, offer, issue, reissue and allot under the ESOS 2026, in one or more tranches, not exceeding 6,75,000 (Six Lakhs Seventy Five Thousand) Employee Stock Options ***("Options")*** *(or such adjusted number as may be applicable due to any bonus issue, stock split, consolidation or other reorganization of the share capital of the Company)* to or for the benefit of Employees and Directors of the Company, in India or outside India exercisable into not more than 6,75,000 (six lakhs seventy five thousand) Equity Shares ***("Shares")*** of face value of Re. 10/- each, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the ESOS 2026.

RESOLVED FURTHER THAT the ESOS 2026 shall be administered by the Nomination and Remuneration Committee ***("Committee")*** of the Company who shall have all necessary powers as defined in the ESOS 2026 and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations.

RESOLVED FURTHER THAT the ESOS 2026 shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Committee be and is hereby authorised to issue and allot Shares upon exercise of Options from time to time in accordance with the ESOS 2026 and such Shares shall rank pari-passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, amalgamation/merger and sale of division or other re-organisation, split or consolidation of shares, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, shall be in accordance with ESOS 2026.

RESOLVED FURTHER THAT the Board, subject to compliance with the SEBI (SBEB & SE) Regulations and other applicable laws, rules and regulations, be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the ESOS 2026, from time to time, as it may deem fit, provided that any modification, variation or amendment requiring the approval of the shareholders under the Companies Act, 2013, the SEBI (SBEB & SE) Regulations or any other applicable law shall be carried out only after obtaining such approval. The Board shall also be authorised to settle any issues, questions, difficulties or doubts that may arise in connection with the implementation or administration of the ESOS 2026 and to execute all documents, writings, deeds and instruments and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the Board, be and are hereby also authorised to delegate the aforementioned power to any committee of directors, director or any other principal officer of the Company on such conditions as the Board may prescribe for the purpose of giving effect to this resolution."

2. Grant of Stock options 1% or more of the issued share capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(3)(a) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SEBI (SBEB & SE) Regulations"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the rules made thereunder and all other applicable laws, rules, regulations, circulars and guidelines (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions as may be necessary from the appropriate statutory and regulatory authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include the Nomination and Remuneration Committee/Compensation Committee constituted by the Board) to grant, offer, issue and allot, during any one year, in one or more tranches, under the Icon Facilitators Limited – Employee Stock Option Scheme 2026 ("ESOS 2026"), employee stock options ("Options") equal to or exceeding one per cent of the issued share capital of the Company (excluding outstanding warrants and conversions) at the time of grant, to any identified employee(s), as may be determined by the Board, exercisable into an equivalent number of fully paid-up equity shares of the Company having a face value of ₹10/- (Rupees Ten only) each, on such terms and conditions as may be determined by the Board in accordance with the provisions of the ESOS 2026 and the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to implement, administer, interpret, modify, vary, alter, amend, suspend or terminate the ESOS 2026, from time to time, in accordance with the provisions of the Act, the SEBI (SBEB & SE) Regulations and other applicable laws, and to do all such acts, deeds, matters and things as it may deem necessary, expedient or desirable for the effective implementation and administration of the ESOS 2026, including making applications and filings for in-principle approval, listing and trading approvals with the Stock Exchange(s), and to settle any questions, difficulties or doubts that may arise in connection therewith; provided that any modification or amendment requiring the approval of the Members under the applicable provisions of the Act, the SEBI (SBEB & SE) Regulations or any other applicable law shall be carried out only after obtaining such approval.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby severally authorised to sign, execute, file and submit all applications, forms, returns, documents, deeds, writings and other papers as may be necessary or desirable, to make such filings with the Registrar of Companies, Stock Exchange(s), Depositories, Registrar and Share Transfer Agent and other statutory or regulatory authorities, and to do all such acts, deeds, matters and things as may be necessary, incidental or expedient for giving effect to this resolution, including issuing certified true copies of this resolution wherever required."

Date: July 27, 2026
Place: New Delhi

By Order of the Board
For **Icon Facilitators Limited**

Sd/-
(Dinesh Makhija)
Managing Director
(DIN: 06629656)

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.

2. Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting i.e. only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting. A person who is not a member as on the Cut-off Date should treat this notice for information purpose 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 e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

3. Voting rights will be reckoned in proportion to the paid-up value of shares registered in the name of the members on the Cut-off Date.

4. The remote e-voting facility will be available for the following period:

Commencement of e-voting:	Wednesday, August 05, 2026 (9:00 A.M. IST)
End of e-voting:	Thursday, September 03, 2026 (5:00 P.M. IST)

5. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of aforesaid period.

6. Copy of this Notice will also be available on the Company's website at www.iconf.in and on the website of the stock exchanges on which the shares of the Company are listed i.e. on BSE at www.bseindia.com.

7. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement pursuant to Section 102 of the Act are available for inspection through electronic mode. Members are requested to write to the Company on cs@iconf.in for inspection of said documents.

8. The Board of Directors ("Board") has appointed Mr. Raghav Bansal, Company Secretary in practice (Certificate of practice No. 14869), partner of M/s Raghav Bansal & Associates (FIRM Registration No. S2015DE314700) as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

9. The Scrutinizer's decision on the validity of E-voting will be final and binding.

10. Resolution, if passed by the Members through postal ballot will be deemed to have been duly passed on the last date specified for the e-voting i.e. Thursday, September 03, 2026 in terms of Secretarial Standard – II on General Meetings ("SS-II") issued by the Institute of Company Secretaries of India

11. 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 Monday, September 07, 2026. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

13. SEBI further vide its circulars dated March 16, 2023 & November 17, 2023 has also provided for mandatory furnishing of PAN, KYC details, nomination, contact details, Bank A/c details and specimen signature for their corresponding folio numbers by the holders of physical securities. Accordingly, such shareholders are requested to submit the aforesaid requisite information/documents at the earliest with the RTA of the Company.

<u>Procedure to cast votes through remote e-voting:</u>

The way to vote electronically on CDSL e-Voting system consists of 'Two Steps' which are mentioned below:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday, August 05, 2026 at 09:00 A.M. and ends on Thursday, September 03, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, July 31, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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 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 facility 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 e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method **for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. 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 & My Easi New (Token) 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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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 e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is 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 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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 name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see 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 e-Voting feature. Click on company name or 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.

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. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.
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.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting **for Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant ICON FACILITATORS LIMITED on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@iconf.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

<u>EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102 READ WITH SECTION 110 OF COMPANIES ACT, 2013</u>

<u>ITEM NO.1</u>

The primary objectives of the Scheme are to reward the employees for their association, dedication and contribution to the goals of the Company. The Company intends to use this Scheme to attract and retain the key talent by way of rewarding their performance and motivating them to contribute to the overall corporate growth and profitability. The Company views employee stock option scheme as a long-term incentive tool that would assist in aligning employees' interest with that of the shareholders and enable the employees not only to become co-owners, but also to create wealth out of such ownership in future. The initiative is being introduced to link the employee's performance in the Company along with other initiatives which would contribute to improve the performance of the Company.

Under Icon Facilitators Limited - Employees Stock Options Scheme 2026 ("**ESOS 2026" or "Scheme 2026"**), the Company shall grant 6,75,000 [Six Lakh Seventy-Five Thousand Only] Employee Stock Options ('Options'), in one or more tranches, to such eligible employees as may be determined by the NRC in terms of the Scheme, that would entitle the grantees (in aggregate) to subscribe up to 6,75000 [Six Lakh Seventy-Five Thousand Only] fully paid up equity shares of Rs. 10 (Rupee Ten only) each.

The size of the ESOP pool has been determined after considering the Company's current employee strength, future expansion plans, leadership retention strategy and long-term talent acquisition requirements.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 and Regulation 6(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ***("SEBI (SBEB & SE) Regulations")***, the Company seeks approval of the Members by way of **Special Resolution** for adoption and implementation of ESOS 2026.

<u>The salient features of the Scheme as required under Regulation 6(2) of the SEBI (SBEB & SE) Regulations, 2021 are set out as below:</u>

(i) Brief Description of the Scheme:

This Scheme shall be called Icon Facilitators Limited Employees Stock Option Scheme 2026 ("ESOS 2026" or "Scheme 2026"). The objectives of the ESOS 2026 is to reward all eligible Employees for their association with the Company and their performance as well as to attract, retain and reward Employees to contribute to the growth of the Company. The Company intends to foster a strong sense of ownership among employees by providing them with an opportunity to participate in the Company's long-term value creation. The ESOS 2026 aims to attract and retain high-quality talent, reward sustained performance and closely align employee interests with the Company's growth trajectory. The Company views Employee Stock Options as an instrument that would enable the Employees to get a share in the value, they create for the Company in the years to come.

(ii) Total number of Options, ~~SARs, shares or benefits~~, as the case may be, to be offered and granted:

The maximum number of Options that may be granted to the eligible employees under the Scheme, shall not at any time exceed **6,75,000** [Six Lakh Seventy-Five Thousand Only] Stock Options, exercisable into (in aggregate) not more than **6,75,000** [Six Lakh Seventy-Five Thousand Only] fully paid-up equity shares of **Rs. 10** (Rupee ten only) each.

If the Options Granted to an Employee expire, surrendered, forfeited or become un-exercisable, in part or in full, without having been exercised, such Options, whether Vested or Unvested, will be added back to the Option Pool and would be available for Grant at a future date to any eligible Employee of the Company in accordance with Applicable Laws.

(iii) Identification of classes of employees entitled to participate and be beneficiaries in the Scheme(s):

The following classes of employees/directors are eligible being:

a) an employee as designated by the Company, who is exclusively working in India or outside India;

b) a Director of the Company, whether whole time director or not, including a non-executive director who is not a promoter or member of the promoter group;

but does not include –
(i) an employee who is a promoter or belongs to the promoter group; or

(ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company; or

(iii) an Independent Director.

(iv) Requirements of Vesting and period of Vesting:

Vesting period shall commence from the Grant Date as specified in the Grant Letter and all the Options granted shall vest not earlier than the minimum vesting period of **1 (one) year** and the Options Granted would Vest over a maximum period of 3 (three) years from the Grant Date.

A Grantee who has tendered his/her resignation and is serving the notice period after resignation, such notice period shall not be considered for vesting and all the unvested Options as on date of resignation shall be cancelled forthwith.

Provided that in case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules even after the retirement unless otherwise determined by the NRC in accordance with the Company's policies and provisions of the then prevailing applicable law.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from the date of death or permanent incapacity and can be exercisable by the legal heir/ nominee of such deceased Grantee in the manner specified for Vested Options under the Scheme.

(v) Maximum period within which the Options~~/ SARs/ benefits~~ shall be vested:

The maximum period within which employee stock options shall be vested is three (3) years from the grant date.

(vi) Exercise price, ~~SAR price, purchase price~~ or pricing formula:

The exercise price per Option shall be the price as determined by the NRC at the time of Grant and specified in the Grant Letter. However, in any case the Exercise Price shall not go below the face value of the Share of the Company.

(vii) Exercise period~~/ offer period~~ and the process of exercise~~/ acceptance of offer~~:

The Exercise Period will commence from the date of vesting and will expire after 1 year from the date of each vesting.

The options will be exercisable by the Employees either wholly or partly at any time during the continuance of their employment with the Company by way of a written application to the Company along with payment of the Exercise Price, applicable taxes and other charges, if any. The options will lapse if not exercised within the specified exercise period.

(viii) The Appraisal process for determining the eligibility of employees for the Scheme:

The appraisal process for determining the eligibility of the employees will be based on designation, period of service, performance-linked parameters such as work performance and such other criteria as may be determined by the Board/NRC from time to time.

(ix) Maximum number of Options, ~~SARs, Shares,~~ as the case may be, to be offered and issued per employee and in aggregate, if any;

The maximum number of Options under the scheme that may be granted to any employee in any year and in aggregate shall not exceed 75% of the total options i.e. 5,06,250 (Five Lakh Six Thousand Two Hundred Fifty Only).

The maximum number of Options that may be granted to each Employee under the Scheme 2026 shall vary depending upon the designation and the appraisal/assessment process, however shall not exceed the maximum limit to an identified Employee, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

(x) Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits that will be provided to any eligible employee under the Scheme 2026 will be the difference between the market value of the Company's shares on the recognized stock exchange as on the date of exercise of Options and the exercise price paid by the employee.

Apart from grant of Options as stated above, no other benefits are contemplated under the Scheme.

(xi) Whether the scheme is to be implemented and administered directly by the Company or through a trust:

The Scheme 2026 will be implemented through direct route and administered by the NRC.

(xii) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme 2026 involves new issue of shares by the Company in compliance with the SEBI (SBEB & SE) Regulations and other applicable laws.

(xiii) The Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable, as the Scheme 2026 will be implemented through direct route.

(xiv) Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the scheme(s):

Not applicable, as the Scheme 2026 will be implemented through direct route.

(xv) A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall follow applicable Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India or any other statutory authority from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI (SBEB & SE) Regulations.

The Company shall comply & conform to the disclosures & accounting policies specified in Regulation 15 SEBI (SBEB & SE) Regulations, as may be applicable.

(xvi) The method which the company shall use to value its options ~~or SARs:~~

The Company shall follow the SEBI (SBEB & SE) Regulations or other laws applicable to accounting related to value the employee stock options.

(xvii) A statement with regards to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on Profits and on Earnings Per Share ("EPS") of the company shall also be disclosed in the Directors' Report'.

(xviii) Period of lock-in:

The shares arising out of Exercise of Vested Options shall not be subject to any lock-in period from the date of allotment of such shares under Scheme 2026.

(xix) Terms & conditions for buyback, if any, of specified securities/Options covered granted under the Scheme:

Subject to the provisions of the applicable laws, the NRC shall determine the procedure for buy-back of Stock Options granted under the Scheme 2026, if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The Scheme 2026 and other documents referred to in this Notice, shall be available for inspection of Members through electronic mode until the last day of remote e-voting. Procedure for inspection of documents is provided in the Note No. 7 of this Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme 2026.

The Board recommends passing of the resolutions as set out under Item No. 1 of the Notice for approval of the members as a **Special Resolution.**

ITEM NO. 2

The Board of Directors of the Company at its meeting held on July 27, 2026, approved the Icon Facilitators Limited – Employee Stock Option Scheme 2026 ("ESOS 2026"), subject to the approval of the Members of the Company, with the objective of attracting, motivating, rewarding and retaining talented employees, fostering employee ownership and aligning their long-term interests with the sustainable growth and performance of the Company.

Pursuant to Regulation 6(3)(a) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), a separate approval of the Members by way of a **Special Resolution** is required where the Company proposes to grant, during any one year, employee stock options equal to or exceeding one per cent of the issued share capital of the Company (excluding outstanding warrants and conversions) at the time of grant to any identified employee.

Accordingly, approval of the Members is sought to authorise the Board of Directors of the Company (which expression shall be deemed to include the Nomination and Remuneration Committee) to grant, during any one year, in one or more tranches, employee stock options equal to or exceeding one per cent of the issued share capital of the Company (excluding outstanding warrants and conversions) at the time of grant to any identified employee(s), in accordance with the provisions of the ESOS 2026, the Companies Act, 2013, the SEBI (SBEB & SE) Regulations and other applicable laws.

The grant of Options shall be made to such identified employee(s) as may be determined by the Board based on the eligibility criteria and other terms and conditions specified under the ESOS 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme 2026.

The Board recommends passing of the resolutions as set out under Item No. 2 of the Notice for approval of the members as a **Special Resolution.**