



ABIRAMI
FINANCIAL SERVICES
(INDIA) LIMITED

Old.No.11, New.No.2, 2nd street
Parthasarathy Puram,
North Usman Road,
T.Nagar, Chennai – 600 017.
Phone : 044 - 4953 0954
E- mail : abi@afslindia.in
Compliance : abicompliance@afslindia.in
Website : www.afslindia.in
CIN : L65993TN1993PLC024861
GSTIN : 33AAACA3210D1ZP

Date: 08/05/2026

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

Sub : Intimation w.r.t Notice of Postal Ballot through e-voting of Abirami Financial Services (India) Limited ["Company"]

Ref : ISIN: INE195I01013; Scrip Code: 511756

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Postal Ballot Notice.

In compliance with the relevant circulars issued by Ministry of Corporate Affairs, the said Notice is being sent through electronic mode to those members whose e-mail IDs are registered with the Company/ Depositories as on Monday, 04th Day of May, 2026, being the cut-off date.

The Company has engaged National Securities Depository Limited to provide e-Voting facility to its members. The e-Voting period commences from 9:00 a.m. (IST) on Sunday, 10th Day of May, 2026 and ends at 5:00 p.m. (IST) on Tuesday, 09th June, 2026. Please note that communication of assent or dissent of the members would only take place through the e-Voting. The instructions for remote e-Voting are provided in the Postal Ballot Notice.

The aforementioned Report and the Notice of the AGM are also made available on the website of the Company i.e., <https://www.afslindia.in/>.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

Chitra Sivaramakrishnan

Wholetime Director

DIN: 00292725



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ABIRAMI FINANCIAL SERVICES (INDIA) LIMITED

CIN: L65993TN1993PLC024861

Reg Off.:-Old No. 11, New No. 2, Parthasarathypuram, 2nd Street, T. Nagar, Chennai – 600017
Phone No. 044-4953 0954// E-Mail ID: abicompliance@afslindia.in//website: www.afslindia.in

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 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 pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies(Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), each as amended, from time to time and Circulars issued by the Ministry of Corporate Affairs, Government of India (“MCA”) viz. General Circulars No.14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19,2024 and 03/2025 dated September 22, 2025 (collectively referred to as “MCA Circulars”), to seek your approval in respect of the following Special Businesses through postal ballot by way of remote e-voting process only (“E-Voting/remote e-voting”)

An Explanatory Statement pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, pertaining to the below resolutions setting out the material facts and the reasons/ rationale thereof, is appended and forms part of the Notice for your consideration.

In compliance with the requirements of the MCA Circulars, physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Shareholders for this Postal Ballot and hence the Shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the SEBI LODR Regulations, as amended, 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 resolutions 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 / depository/ depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors of the Company has appointed Ms. Sindhuja Porselvam, [M.No. 44831; COP No. 23622] Proprietor of M/s. Porselvam and Associates, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI LODR Regulations and the MCA Circulars, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting. 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.

Please refer the instructions for remote e-voting given under Notes for the process and manner in which remote e-voting is to be carried out.

Remote e-voting period shall commence on **Sunday, 10th Day of May, 2026 (9:00 A.M. IST) and end on Tuesday, 09th June, 2026 (5.00 P.M. IST)** (both days inclusive). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote via remote e-voting by not later than 5.00 P.M. (IST) on Tuesday, 09th June, 2026. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the remote e-voting, the Scrutinizer will submit her Report to the Chairman of the Company or any other person authorized by him. The Results of the Postal Ballot will be announced on or before 11th June, 2026 at the Registered Office of the Company. The said result along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to National Stock Exchange of India Limited where the Equity Shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company's website (www.afslindia.in) and on the website of CDSL (www.evotingindia.com).

The last date of e-voting, i.e., 09th June, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. Appointment of Mr. Santhosh Veerappan (DIN: 11638469) as an Independent Director

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 all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Santhosh Veerappan (DIN: 11638469)**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, and Regulation 17 of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the Office of Director, be and is hereby appointed as an Independent Director of the Company, with effect from 27th day of April, 2026 for a continuous period of five years and not liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **Mr. Santhosh Veerappan (DIN: 11638469)** be paid such fees, remuneration, reimbursement of expenses and profit related

commission as the Board may approve from time to time subject to such limits prescribed or as may be prescribed from time to time under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be required to be done to give effect to the instant resolution or for the matters incidental to or ancillary thereof, through decisions of the Board or through delegation of relevant authority to any person or to any committee of persons from time to time.”

By Order of the Board of Directors

Sd/-

Place : Chennai

Date : 27th April, 2026

Chitra Sivaramakrishnan

Whole Time Director

DIN: 00292725

Notes:-

1. A Statement pursuant to Section 102(1) of the Act read with Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
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 / List of Beneficial Owners as on **Monday, 4th May, 2026 (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / RTA/ Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Board of Directors has appointed Ms. Sindhuja Porselvam, [M.No. 44831; COP No. 23622] Proprietor of M/s. Porselvam and Associates, Practising Company Secretary, Chennai as the Scrutinizer for conducting the Postal Ballot, through the remote e-voting process.
4. This Postal Ballot Notice will also be available on the Company's website at www.afslindia.in, websites of the Stock Exchange, that is, BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (“CDSL”) i.e. www.evotingindia.com.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address

are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to Cameo Corporate Services Limited at investor@cameoindia.com, if the shares are held in physical form.

6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the **Monday, 4th May, 2026 (“Cut-Off Date”)** will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. The e-voting period commences **at 9:00 a.m. (IST) on Sunday, 10th Day of May, 2026 and ends at 5:00 p.m. (IST) on Tuesday, 09th June, 2026**. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting (i.e.) Tuesday, 09th June, 2026. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to abi@afslindia.in.
10. Results of the Postal Ballot will be announced on or before 11th June, 2026 at the Registered Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered Office of the Company, communicated to the Bombay Stock Exchange Limited where the Shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company’s website (www.afslindia.in) and on the website of CDSL (www.evotingindia.com).

THE INSTRUCTIONS TO 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 9:00 a.m. (IST) on Sunday, 10th Day of May, 2026 and ends at 5:00 p.m. (IST) on Tuesday, 09th June, 2026. 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 04th May, 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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	<ol style="list-style-type: none"> 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

	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>4) For OTP based login you can click on https://eservices.nsd.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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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

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

	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.

- 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:
 - 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 of ABIRAMI FINANCIAL SERVICES INDIA 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; abi@afslindia.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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

In terms of the provisions of Section 102 of the Companies Act, 2013 [“the Act”], Secretarial Standard on General Meetings [“SS-2”] and the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [“SEBI Listing Regulations”], the following statement sets out the material facts relating to the items as set out in this Notice.

Item No. 1. Appointment of Mr. Santhosh Veerappan (DIN: 11638469) as an Independent Director

Pursuant to the provisions of Section 149(1) and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has, subject to the approval of the shareholders, appointed **Mr. Santhosh Veerappan (DIN: 11638469)** as an Additional Director in the capacity of an Independent Director of the Company with effect from 27th April, 2026.

In accordance with the applicable provisions, approval of the shareholders is being sought for appointment of Mr. Santhosh Veerappan as an Independent Director of the Company, not liable to retire by rotation, for a first term of five (5) consecutive years commencing from 27th April, 2026 up to 27th April, 2031. Upon approval of the shareholders, his designation shall stand regularised as an Independent Director for the aforesaid term.

The Nomination and Remuneration Committee considered the balance of skills, knowledge, experience and expertise currently available on the Board, the roles and capabilities that were required/ expected of the Board Members, and the criteria as stipulated under the relevant statutory provisions and the Policies of the Company. The Committee and the Board took note of the extensive experience and expertise of Mr. Santhosh Veerappan in Company Law, Corporate Governance and Board Advisory matters will be of significant value to the Company. His knowledge and experience will immensely benefit the Company and strengthen the Board's guidance and oversight. This had been considered and evaluated by the NRC and the Board in detail, and it had expressed satisfactory views in relation to his appointment. This may be deemed to be the justification for choosing Mr. Santhosh Veerappan for appointment as an Independent Director.

The term of the existing Independent Director, Mr. Munjurpet Bhaskar Gopu (DIN: 07527509), is due to expire on 20th June, 2026. In order to ensure smooth transition and continued compliance with applicable provisions, the Board has considered it appropriate to induct Mr. Santhosh Veerappan as an Independent Director prior to the expiry of the existing Independent Director's term.

Pursuant to Sections 149, 150, 152, and Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Santhosh Veerappan (DIN: 11638469) as an Independent Director of the Company upto 27th April, 2031. He will not be liable to retire by rotation as stipulated in the Act.

Mr. Santhosh Veerappan is qualified to be appointed as a Director in terms of Section 164 of the Act and he has given his consent to act as a Director, if appointed. The Company has also received a declaration from Mr. Santhosh Veerappan confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such other Statutory

Authority. The Company has received notice pursuant to Section 160 of the Act from a Member proposing his appointment as an Independent Director.

Disclosures as required under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India are annexed to this Notice which is marked below.

A brief profile including the specific areas of expertise and other relevant details of Mr. Santhosh Veerappan is as follows:

Name of the (Proposed) Director	Mr. Santhosh Veerappan
Age	36 years
Date of Birth	03 rd May, 1990
Director Identification Number	11638469
Proposed date of joining the Board	27 th April, 2026
Nationality	Indian
Qualification	Company Secretary
Brief Resume of the (Proposed) Director (including qualifications and experience)	<p>Mr. Santhosh Veerappan is a distinguished Company Secretary and corporate governance professional with a Pre and Post qualification experience of 10 years in regulatory affairs, finance, and secretarial compliance. His career is defined by a rigorous commitment to transparency and the implementation of robust governance frameworks within the corporate sector. Currently serving as the Company Secretary & Compliance Officer for a leading listed manufacturer of wires and cables. His strategic oversight ensures that board processes align with stock exchange requirements and global best practices.</p> <ul style="list-style-type: none"> • <i>Diverse Exposure:</i> Previously associated with private entities and secretarial firms, gaining deep insights into corporate finance and advisory services. • <i>Regulatory Mastery:</i> Extensive expertise in navigating the requirements of the Ministry of Corporate Affairs (MCA), Registrar of Companies (ROC), and major Stock Exchanges.

	<ul style="list-style-type: none"> • Governance Leadership: Proven track record in managing Board and Committee proceedings, conducting secretarial audits. <p>A qualified professional with a passion for investor education, Mr. Santhosh Veerappan has contributed as a Faculty for Stock Market Awareness Programs under the aegis of the National Stock Exchange (NSE). By educating the next generation of investors at various institutions, he actively promotes the values of market integrity and financial literacy.</p>
Skills and Capabilities	As per the resolution at Item No 1 of this Notice
Key Terms and Conditions of Appointment (including as to remuneration)	As per the resolution at Item No 1 of this Notice
Number of Meetings of the Board attended during FY 2025-2026 (till date of this Notice)	Eligible to Attend: Nil Attended: Not Applicable
Relationship with other Directors / Key Managerial Personnel	No relationship shared between Directors inter-se. No relationship shared with any Key Managerial Personnel of the Company.
Listed entities from which resigned in the past three years	NIL
Nature of expertise in specific functional areas	As mentioned above in the explanatory statement.
Skills and capabilities	As mentioned above in the explanatory statement.

required for the role and the manner in which the (proposed) Director meet the requirements.	
List of other Companies in which Directorship held	NIL
No. of shares held in the Company, including shareholding as a Beneficial Owner	2 shares

By Order of the Board of Directors

Sd/-

Place : Chennai

Chitra Sivaramakrishnan

Date : 27th April, 2026

Whole Time Director

DIN: 00292725