



Ref. No.: 2/2026-27

Date: 15th April, 2026

Stock Code :-

BSE: 544622

NSE: KWIL

ISIN: INE2KCE01013

BSE Limited,

Department of Corporate Services,
2nd Floor, New Trading,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai – 400 001

National Stock Exchange of India Limited,

Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra – Kurla Complex,
Bandra (E), Mumbai – 400 051

Dear Sir/ Ma'am,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') - Notice of Postal Ballot

Pursuant to Regulation 30 of the Listing Regulations read with Schedule III thereto and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026, we hereby enclose the copy of Postal Ballot Notice dated 15th April, 2026, which is being sent to the Members through electronic mode today i.e. 15th April, 2026, for seeking their approval for the following items proposed to be passed through postal ballot via remote e-voting:

- (a) Appointment of Mr. Chitrang Goel (DIN: 11388422) as an Executive Director designated as Deputy Managing Director of the Company; **(Special Resolution)**
- (b) Appointment of Mr. Prashant Premrajka (DIN: 11065666), as an Executive Director & Chief Financial Officer of the Company; **(Special Resolution)**
- (c) Appointment of Mr. Madhavan Hariharan (DIN: 07217072) as a Non-Executive Independent Director of the Company; **(Special Resolution)**
- (d) Appointment of Mr. Ravindra Pisharody (DIN: 01875848) as a Non-Executive Independent Director of the Company; **(Special Resolution)**
- (e) Appointment of Ms. Shukla Wassan (DIN: 02770898) as a Non-Executive Independent Director of the Company; **(Special Resolution)**
- (f) Appointment of Mr. JV Raman (DIN: 08760114) as a Non-Executive Independent Director of the Company; **(Special Resolution)**
- (g) Approval of remuneration payable to Non-Executive Independent Directors; **(Ordinary Resolution)**
- (h) appointment of M/s. S.N. Ananthasubramanian & Co. Company Secretaries (ICSI Unique Code: P1991MH040400) as Secretarial Auditors of the Company. **(Ordinary Resolution)**

Kwaliti Wall's (India) Limited

Registered Office: 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East, Mumbai, Maharashtra, India, 400063

CIN - L10505MH2025PLC437886 | Website – www.kwalitiwallsindia.com | Phone - 022 45747000 | Email - kwalitiwalls.india@magnumicecream.com



In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the relevant circulars issued by MCA and SEBI, from time to time, the Notice has been sent to those Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company/Depository Participant(s) as on Monday, 13th April, 2026 (cut-off date). Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The e-voting period commences from 09:00 A.M. (IST) on Thursday, 16th April, 2026 and ends at 05:00 P.M. (IST) on Friday, 15th May, 2026.

The Postal Ballot Notice containing e-voting instructions and other necessary details is being made available on the website of the Company www.kwalitywallsindia.com.

Please take the above information on record.

Yours sincerely,

For Kwality Wall's (India) Limited

Anand Upadhyay
Company Secretary & Compliance Officer
Membership No: A23622

Encl: As above

Kwality Wall's (India) Limited

Registered Office: 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East,
Mumbai, Maharashtra, India, 400063

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Registered Office: 13th Floor, Oberoi Commerz II, International Business Park, Oberoi Garden City, Goregaon East, Mumbai, Maharashtra, India, 400063.

CIN: L10505MH2025PLC437886,

Website: www.kwalitiwallsindia.com, **Email:** kwalitiwalls.India@magnumicecream.com **Tel:** 022 - 4574 7000

INFORMATION AT A GLANCE

Details of Resolutions:	<ol style="list-style-type: none">1. Appointment of Mr. Chitrang Goel (DIN: 11388422) as an Executive Director designated as Deputy Managing Director of the Company2. Appointment of Mr. Prashant Premrajka (DIN: 11065666), as an Executive Director & Chief Financial Officer of the Company3. Appointment of Mr. Madhavan Hariharan (DIN: 07217072) as a Non-Executive Independent Director of the Company4. Appointment of Mr. Ravindra Pisharody (DIN: 01875848) as a Non-Executive Independent Director of the Company5. Appointment of Ms. Shukla Wassan (DIN: 02770898) as a Non-Executive Independent Director of the Company6. Appointment of Mr. JV Raman (DIN: 08760114) as a Non-Executive Independent Director of the Company7. Approval of remuneration payable to Non-Executive Independent Directors8. Appointment of M/s. S.N. Ananthasubramanian & Co., Company Secretaries (ICSI Unique Code: P1991MH040400) as Secretarial Auditors of the Company
Cut-off date for determining eligibility for e-voting:	Monday, 13th April, 2026
Cut-off date for issuance of the Notice to eligible shareholders:	
E-voting start date and time:	Thursday, 16th April, 2026 at 09:00 A.M. (IST)
E-voting end date and time:	Friday, 15th May, 2026 at 05:00 P.M. (IST)

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (“the Rules”), read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Secretarial Standard - 2 on General Meetings, issued by the Institute of Company Secretaries of India (“SS - 2”), and other applicable , rules and regulations, if any, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time], the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing resolutions through Postal Ballot by voting through electronic means only.

An Explanatory Statement pursuant to Section 102 of the Act and other provisions as may be applicable, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and MCA Circulars and other rules and regulations as may be applicable, the manner of voting on the proposed resolutions is restricted to e-voting only i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice, along with the instructions for e-voting is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s). The details of the procedure for casting the votes forms part of the Notes to this Notice.

The e-voting period commences from 09:00 A.M. (IST) on Thursday, 16th April, 2026 and ends at 05:00 P.M. (IST) on Friday, 15th May, 2026.

The Board appointed Mr. Nitesh Latwal (M. No. A32109, CP No. 16276), on failing him, Mr. Ajay Khandelwal (M. No. F12387, CP No.18606), Partners, PI & Associates, Practising Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson of the Company (“the Chairperson”), and the results of the voting by Postal Ballot will be announced not later than 2 (two) working days from the conclusion of the e-voting. The results declared along with the Scrutinizer’s Report shall be communicated in the manner provided in this Postal Ballot Notice.

The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and the National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company’s website at www.kwalitywallsindia.com and on the website of KFin Technologies Limited at www.kfintech.com

SPECIAL BUSINESS(ES):

1. **Appointment of Mr. Chitrang Goel (DIN: 11388422) as an Executive Director designated as Deputy Managing Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Chitrang Goel (DIN: 11388422), who was appointed as an Additional Director designated as Deputy Managing Director of the Company by the Board of Directors with effect from 1st December, 2025 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder, and the applicable regulations of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Chitrang Goel (DIN: 11388422) as an Executive Director of the Company (designated as Deputy Managing Director), liable to retire by rotation, to hold office for a period of 3 (three) years w.e.f. 1st December, 2025 to 30th November, 2028 on the terms and conditions, including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Director, the Company has no profits or its profits are inadequate, the remuneration as may be approved by the Board of Directors of the Company (which includes a duly constituted Nomination and Remuneration Committee of the Board) from time to time shall be paid as minimum remuneration.

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

2. Appointment of Mr. Prashant Premrajka (DIN: 11065666), as an Executive Director & Chief Financial Officer of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Prashant Premrajka (DIN: 11065666), who was appointed as an Additional Director & Chief Financial Officer by the Board of Directors with effect from 1st December, 2025 and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196,197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Prashant Premrajka (DIN: 11065666) as an Executive Director & Chief Financial Officer, liable to retire by rotation, to hold office for a period of 3 (three) years w.e.f. 1st December, 2025 to 30th November, 2028, on the terms and conditions, including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT where in, any financial year during the tenure of the said Director, the Company has no profits or its profits are inadequate, the remuneration as may be approved by the Board of Directors of the Company (which includes a duly constituted Nomination and Remuneration Committee of the Board) from time to time shall be paid as minimum remuneration.

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

3. Appointment of Mr. Madhavan Hariharan (DIN: 07217072) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the applicable rules and regulations, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Madhavan Hariharan (DIN: 07217072), who has been appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company by the Board of Directors with effect from 1st December, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 1st December, 2025 up to 30th November, 2030, on the terms and conditions, including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

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

4. Appointment of Mr. Ravindra Pisharody (DIN: 01875848) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the applicable rules and regulations, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Ravindra Pisharody (DIN: 01875848), who has been appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company by the Board of Directors with effect from 1st December, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 1st December, 2025 up to 23rd November, 2030, on the terms and conditions, including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

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

5. Appointment of Ms. Shukla Wassan (DIN: 02770898) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the applicable rules and regulations, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Ms. Shukla Wassan (DIN: 02770898), who has been appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company by the Board of Directors with effect from 1st December, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 1st December, 2025 up to 30th November, 2030, on the terms and conditions, including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

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

6. Appointment of Mr. Jayaraman Vaidyaraman (“JV Raman”) (DIN: 08760114) as a Non-Executive Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the applicable rules and regulations, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company, and based on the recommendation of the Board of Directors, approval of the Members of the Company be and is hereby accorded for appointment of Mr. JV Raman (DIN: 08760114), who has been appointed as an Additional Director (designated as Non-Executive Independent Director) of the Company by the Board of Directors with effect from 1st December, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his

candidature for the office of a Director, as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years i.e., from 1st December, 2025 up to 30th November, 2030, on the terms and conditions, including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

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

7. Approval of remuneration payable to Non-Executive Independent Directors:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, and based on the recommendation of the Board of the Directors of the Company (which includes a duly constituted Nomination and Remuneration Committee of the Board), the approval of the Members be and is hereby accorded, to pay remuneration of Rs. 20,00,000/- (Rupees Twenty Lakhs only) to each of its Non-Executive Independent Directors, for a period commencing from 1st December, 2025 to 31st March, 2028 and remuneration for the period from 1st December, 2025 to 31st March, 2026 shall be paid on pro-rata basis, in addition to the sitting fees payable under Section 197(5) read with Schedule V of the Act for attending the meetings of the Board of Directors and any of its Committees.

RESOLVED FURTHER THAT the quantum, proportion, manner, and distribution of the aforesaid remuneration and/or commission shall be determined based on performance parameters and participation in meetings, as recommended by the Nomination and Remuneration Committee to the Board of Directors, and finalized and approved by the Board, within the overall limits approved by the members in accordance with the provisions of the Act and any other applicable requirements.

RESOLVED FURTHER THAT where in, any financial year, the Company has no profits or its profits are inadequate, the Company may pay the remuneration to its Non-Executive Independent Director(s), for period commencing from 1st December, 2025 to 31st March, 2028 for their respective tenures, as recommended by the Nomination and Remuneration Committee to the Board of Directors, and finalized and approved by the Board, within the overall limits approved by the members.

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

8. Appointment of M/s. S.N. Ananthasubramanian & Co., Company Secretaries (ICSI Unique Code: P1991MH040400) as Secretarial Auditors of the Company:

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

“**RESOLVED THAT** pursuant to provisions of Sections 179(3) and 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors, M/s. S.N. Ananthasubramanian & Co., Company Secretaries (ICSI Unique Code: P1991MH040400), be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of 5 (five) consecutive years i.e., from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors of the Company (including Committees thereof) and the Secretarial Auditors.

RESOLVED FURTHER THAT any Director or the Board or any duly constituted Committee of the Board or the Company Secretary of the Company, be and is hereby severally authorised to do all acts, deeds, matters, and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”





NOTES:

1. An Explanatory Statement pursuant to Sections 102 of the Act read with the Companies (Management and Administration) Rules, 2014 and additional information as required under the Listing Regulations, in respect of business to be transacted as mentioned in the Postal Ballot notice, is annexed hereto.
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (NSDL) and Central Depository Services (India) Limited (“CDSL”) (“Depositories”) as on Monday, 13th April, 2026 and whose e-mail IDs are registered with the Company and/or Depository Participants. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8
3. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories as on Monday, 13th April, 2026, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a member as on the cut-off should treat this Notice of Postal Ballot for information purpose only. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Monday, 13th April, 2026, being the cut-off date fixed for the purpose.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members for voting on the resolution set forth in the Notice. For this purpose, the Company has availed the service of KFin Technologies Limited, Registrar and Share Transfer Agent (“RTA”) of the Company.
6. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.kqualitywallsindia.com, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited at www.kfintech.com.
7. The material documents referred to in the Explanatory Statement, shall be available for inspection for Members through electronic mode from Thursday, 16th April, 2026 to Friday, 15th May, 2026, basis the request being sent on kqualitywalls.India@magnumicecream.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
8. Those Members who are holding shares in share certificate form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 (Form for registering PAN, KYC details or changes / updation thereof) along with self-attested copy of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company’s RTA at the below mentioned address or by e-mail to einward.ris@kfintech.com from their registered email address:

KFin Technologies Limited, Unit – Kquality Wall’s (India) Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana – 500 032.
9. The Scrutinizer will submit his report to the Chairperson after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before Sunday, 17th May, 2026. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, 15th May, 2026 being the last date specified by the Company for e-voting.

The declared results along with the Report of the Scrutinizer shall be forwarded to BSE Limited and the National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.kqualitywallsindia.com and website of KFin Technologies Limited at <https://evoting.kfintech.com/>
10. The instructions for Members for e-voting are as under:
 - a. Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.
 - b. Members are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.
 - c. Method of login for Individual Members holding the securities in demat mode

Step 1:

Type of Member	Login Method
<p>Individual Members holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. 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 the 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. 2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsd.com either on a personal computer or on a mobile. ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password. iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed. iv. Click on company name or ESP i.e., Kfintech. v. Members will be re-directed to Kfintech’s website for casting their vote during the remote e-voting period. 3. Those not registered under IDeAS: <ol style="list-style-type: none"> i. Visit https://eservices.nsd.com for registering. ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Visit the e-voting website of NSDL https://www.evoting.nsd.com. iv. 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. v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. vii. Click on company name or ESP name i.e., Kfintech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

Individual Members holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. ii. Click on New System Myeasi. iii. Login to Myeasi option under quick login. iv. Login with the registered user ID and password. v. Members will be able to view the e-voting Menu. vi. The Menu will have links of Kfintech e-voting portal and will be redirected to the e-voting page of Kfintech to cast their vote without any further authentication. <p>2. User not registered for Easi/ Easiest</p> <ul style="list-style-type: none"> i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote. <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <ul style="list-style-type: none"> i. Visit www.cdslindia.com. ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company or select Kfintech. <p>Members will be re-directed to the e-voting page of Kfintech to cast their vote without any further authentication.</p>
Individual Members login through their demat accounts / website of DPs	<ul style="list-style-type: none"> i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against Company name or e-voting service provider - ‘Kfintech’. v. Members will be redirected to e-voting website of Kfintech for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

Step 2:

Access to Kfintech e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/> .
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘9649’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (“PDF/JPG Format”) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line “KWIL - Postal Ballot through Electronic Voting”.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact Kfintech at the email ID evoting@kfintech.com or call Kfintech’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**By Order of the Board
For Kwaliti Wall’s (India) Limited**

Registered Office:

13th Floor, Oberoi Commerz II,
International Business Park,
Oberoi Garden City, Goregaon East,
Mumbai, Maharashtra, India, 400063

Mumbai
15th April, 2026

Anand Upadhyay
Company Secretary & Compliance Officer
Membership No: A23622

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ACT)**Item No. 1 - Appointment of Mr. Chitrang Goel (DIN: 11388422) as an Executive Director designated as Deputy Managing Director of the Company**

The Board had approved the appointment of Mr. Chitrang Goel (DIN: 11388422) as an Additional Director designated as Deputy Managing Director of the Company with effect from 1st December, 2025, subject to necessary approvals.

Further, Mr. Chitrang Goel has been appointed as the Member of the Stakeholders Relationship Committee and Risk Management Committee of the Company effective 12th December, 2025.

Accordingly, approval of the members is being sought on the terms, conditions and stipulations for the appointment of Mr. Chitrang Goel as a Deputy Managing Director of the Company and the remuneration payable to him.

Mr. Chitrang Goel holds a Bachelor's degree in Arts (Hons.) from Hansraj College, Delhi University, Delhi and a Master's degree in Business Administration from Infinity Business School, Gurugram. He has over 20 years of experience in the Impulse and Snacking Foods (Consumer Packaged Goods), Quick-Service Restaurant (QSR), retail and in ice-cream sector. Mr. Goel has previously worked with Hindustan Unilever Limited and Unilever in India and Europe. In his last role before joining this Company he was employed with Jubilant Food Works Limited as the Executive Vice President and was part of Company's leadership team. He has led large scale category transformation roles in Eastern Europe and a business pivot at Jubilant Food Works Limited.

The Company has received notice under Section 160 of the Act proposing Mr. Chitrang Goel's candidature as a Director of the Company.

Mr. Chitrang Goel is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The brief details about the proposed appointment & remuneration of Mr. Chitrang Goel are given herein:

Tenure of Appointment	3 years (1st December, 2025 to 30th November, 2028)
Nature of Duties	The Director shall devote full time and attention to the operations of the Company and shall be entrusted with substantial powers of management of the affairs of the Company, acting at all times in the best interests of the Company.
Other Conditions	<ul style="list-style-type: none"> The terms and conditions governing the appointment of an Executive Director designated as Deputy Managing Director include provisions requiring adherence to the Company's Code of Conduct and the maintenance of confidentiality. Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to an Executive Director, except where expressly stated otherwise.
Remuneration:	
Particulars	Details (Annual Gross in ₹)
Basic Salary	Range of Rs. 1,15,00,000 to Rs. 3,85,00,000 per annum
Notional Value of Benefits envelope	Not exceeding 35% of Basic Salary
Provident Fund	Company's contribution not to exceed 12% of Basic salary
Gratuity	Company's contribution not to exceed subject to a maximum of INR 20,00,000 and a vesting criteria requiring completion of continuous service of 4 years and 190 days
Target Performance Bonus	Upto 50% of Basic Salary, as may be determined by the Board of Directors basis achievement of agreed objective for the year or the period of assessment agreed.
Target Discretionary Performance Share Plan Award	Upto 100% of Target Annual Bonus
Other allowances and perquisites	N/A if any allowances and perquisites not covered above, a fixed number can be provided
Leaves	As per Company's policy
Reimbursement of expenses	<ul style="list-style-type: none"> Actual travelling and entertainment expenses incurred on behalf of the Company. Expenses on mobile phone and internet at residence as per rules & applicable policy.
Stock option schemes	Participation in any or all employee stock option schemes or performance stock unit plans offered by the Company, if any, shall be in addition to the salary, perquisites and allowances.

The Board and/or the Nomination and Remuneration Committee of the Company shall have the authority to determine the remuneration including increments, if any. Such remuneration / increments, along with allowances, bonuses, and share grants, will be contingent upon the achievement of targets set by the Company and the performance of Mr. Chitrang Goel.

(All the above prerequisites shall be valued as per Income-tax Act, 1961 and rules thereunder, wherever applicable. In the absence of any such rules, prerequisites shall be valued at actual cost.)

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, and the Schedule V of the Act, as on the date of Notice, are provided in **Annexure A** and **Annexure B**, on pages 18 and 28 to this Notice.

Mr. Chitrang Goel, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board is pleased to welcome Mr. Chitrang Goel and expresses confidence in his ability to play a pivotal role in guiding the Company through its next phase of growth and transformation. The Board considers the appointment of Mr. Chitrang Goel in the interest of the Company and recommends the Special Resolution as set out in Item No. 1 for approval of members.

Item No. 2 - Appointment of Mr. Prashant Premrajka (DIN: 11065666), as an Executive Director & Chief Financial Officer of the Company

The Board had approved the appointment of Mr. Prashant Premrajka (DIN: 11065666) as an Additional Director of the Company in capacity of Non-executive Director with effect from 9th May, 2025. Subsequently, the Board in its meeting held on 21st November, 2025, approved the appointment and change in designation of Mr. Prashant Premrajka as Additional Director of the Company in capacity of Executive Director & Chief Financial Officer w.e.f. 1st December, 2025, subject to necessary approvals.

Accordingly, approval of the Members is being sought on the terms, conditions and stipulations for the appointment of Mr. Prashant Premrajka as an Executive Director & Chief Financial Officer of the Company and the remuneration payable to him.

Mr. Prashant Premrajka holds a Bachelor's degree in Commerce (Hons) from St. Xavier's College Kolkata, and a Master's degree in General Management from the Indian Institute of Management at Ahmedabad, Gujarat. He has over 22 years of experience in the consumer goods sector. He has previously served as a Vice President of Hindustan Unilever Limited and the Chief Financial Officer of Kimberly Clark Lever India, a joint venture of Hindustan Unilever Limited. He has handled functions such as supply chain, customer development finance, marketing finance, FP&A & management accounting.

The Company has received notice under Section 160 of the Act proposing Mr. Prashant Premrajka's candidature as a Director of the Company.

Mr. Prashant Premrajka is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The brief details about the proposed appointment & remuneration of Mr. Prashant Premrajka are given herein:

Tenure of Appointment	3 years (1st December, 2025 to 30th November, 2028)
Nature of Duties	The Director shall devote full time to the affairs of the Company and shall perform such duties and responsibilities as may be assigned in the capacity of a Director, acting at all times in the best interests of the Company.
Other Conditions	<ul style="list-style-type: none"> The terms and conditions governing the appointment of an Executive Director include provisions requiring adherence to the Company's Code of Conduct and the maintenance of confidentiality. Furthermore, all Company Policies and associated Rules applicable to other employees of the Company shall also apply to an Executive Director, except where expressly stated otherwise.
Remuneration:	
Particulars	Details (Annual Gross in ₹)
Basic Salary	Range of Rs. 1,15,00,000 to Rs. 3,85,00,000 per annum
Notional Value of Benefits envelope	Not exceeding 35% of Basic Salary

Provident Fund	Company's contribution not to exceed 12% of Basic salary
Gratuity	Company's contribution not to exceed subject to a maximum of INR 20,00,000 and a vesting criteria requiring completion of continuous service of 4 years and 190 days
Target Performance Bonus	Upto 50% of Basic Salary, as may be determined by the Board of Directors basis achievement of agreed objective for the year or the period of assessment agreed.
Target Discretionary Performance Share Plan Award	Upto 100% of Target Annual Bonus
Other allowances and perquisites	N/A if any allowances and perquisites not covered above, a fixed number can be provided
Leaves	As per Company's policy
Reimbursement of expenses	<ul style="list-style-type: none"> Actual travelling and entertainment expenses incurred on behalf of the Company. Expenses on mobile phone and internet at residence as per rules & applicable policy.
Stock option schemes	Participation in any or all employee stock option schemes or performance stock unit plans offered by the Company, if any, shall be in addition to the salary, perquisites and allowances.

The Board and/or the Nomination and Remuneration Committee of the Company shall have the authority to determine the remuneration including increments, if any. Such remuneration / increments, along with allowances, bonuses, and share grants, will be contingent upon the achievement of targets set by the Company and the performance of Mr. Prashant Premrajka.

(All the above perquisites shall be valued as per Income-tax Act, 1961 and rules thereunder, wherever applicable. In the absence of any such rules, perquisites shall be valued at actual cost.)

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, and the Schedule V of the Act, as on the date of Notice, are provided in **Annexure A** and **Annexure B**, on pages 18 and 28 to this Notice.

Mr. Prashant Premrajka, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board is pleased to welcome Mr. Prashant Premrajka and expresses confidence in his ability to play a pivotal role in guiding the Company through its next phase of growth and transformation. The Board considers the appointment of Mr. Prashant Premrajka in the interest of the Company and recommends the Special Resolution as set out in Item No. 2 for approval of members.

Item No. 3 - Appointment of Mr. Madhavan Hariharan (DIN: 07217072) as a Non-Executive Independent Director of the Company

The Board had approved the appointment of Mr. Madhavan Hariharan (DIN: 07217072) as an Additional Director designated as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years, commencing from 1st December, 2025 and ending on 30th November, 2030, subject to members approval, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mr. Madhavan Hariharan has been appointed as the Chairperson of the Audit Committee and Member of the Nomination and Remuneration Committee and Risk Management Committee of the Company effective 12th December, 2025.

The Company has received all the statutory declarations/disclosures from Mr. Madhavan Hariharan including the following:

- consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- confirmation that he is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Mr. Madhavan Hariharan is eligible to be appointed as a Non-Executive Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Madhavan Hariharan's candidature as a Non-Executive Independent Director of the Company.

For appointment of Mr. Madhavan Hariharan, the Board took into consideration his rich and varied experience and expertise in strategic advisory, policy advisory and governance. Further, the Board also noted that skills, expertise and competencies possessed by Mr. Madhavan Hariharan were in alignment with the skills and expertise, identified by the Board, for the Directors of the Company.

Mr. Madhavan Hariharan is a qualified Chartered Accountant and Company Secretary with 35+ years of experience in financial management, enterprise risk management, mergers & acquisitions, corporate governance, and talent management, driving organisational growth and strategy. He is currently associated with:

- i. CKA Birla Group as the Group Chief Financial Officer and Head of Strategy,
- ii. Galaxy Surfactants Ltd as an Independent Director, Audit Committee chair, member of Nomination and Remuneration Committee, Stakeholder Relationship Committee and Risk Management Committee,
- iii. IRIS RegTech Solutions Limited as an Additional (Non-Executive Independent) Director, Audit Committee chair and member of Nomination and Remuneration Committee,
- iv. Innovative Infra & Mining Solutions Limited (an unlisted company) as a Director,
- v. Birlasoft Inc. (a subsidiary of Birlasoft Limited), and
- vi. TRI-K Industries Inc. (a subsidiary of Galaxy Surfactants Ltd) as a Director.

He was previously associated with Royal Philips, Netherlands (1998-2017) in various capacities as CFO, Emerging Markets, Healthcare; CFO Global Automotive Lighting; CFO India and Group roles including global Finance Transformation, Go to Market, Restructuring and M&A. His career in Philips was spent across India, China, and Netherlands, with multiple global and regional responsibilities.

Mr. Madhavan Hariharan has also worked with Ashok Leyland, PepsiCo, TATA SIA, Telecom Startup across many functions such as Internal Audit, Treasury, Financial Planning and Analysis and Controllership.

In the opinion of the Board, Mr. Madhavan Hariharan fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as a Non-Executive Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, the Schedule V of the Act, as on the date of Notice, are provided in **Annexure A** and **Annexure B**, on pages 18 and 28 to this Notice.

Mr. Madhavan Hariharan, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board firmly believes that Mr. Madhavan Hariharan's extensive experience, combined with deep expertise in financial strategy and regulatory frameworks, which have enabled organizations to successfully navigate complex transformative changes, will be immensely beneficial to the Company. The Board of Directors considers the appointment of Mr. Madhavan Hariharan as a Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution as set out in Item No. 3 for approval of members.

Item No. 4 - Appointment of Mr. Ravindra Pisharody (DIN: 01875848) as a Non-Executive Independent Director of the Company

The Board had approved the appointment of Mr. Ravindra Pisharody (DIN: 01875848) as an Additional Director designated as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years, commencing from 1st December, 2025 and ending on 23rd November, 2030, subject to members approval, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mr. Ravindra Pisharody has been appointed as the Chairperson of the Nomination and Remuneration Committee and Member of the Stakeholders Relationship Committee of the Company effective 12th December, 2025.

The Company has received all the statutory declarations/disclosures from Mr. Ravindra Pisharody including the following:

- a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;

- c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- d) confirmation that he is registered with the Independent Director's databank till 22nd December, 2026 in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Mr. Ravindra Pisharody is eligible to be appointed as a Non-Executive Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Ravindra Pisharody's candidature as a Non-Executive Independent Director of the Company.

For appointment of Mr. Ravindra Pisharody, the Board took into consideration his rich and varied experience and expertise in strategic advisory, policy advisory and governance. Further, the Board also noted that skills, expertise and competencies possessed by Mr. Ravindra Pisharody were in alignment with the skills and expertise, identified by the Board, for the Directors of the Company.

Mr. Ravindra Pisharody holds a Bachelor's degree in Engineering from IIT Kharagpur and is an alumnus of IIM Calcutta. He is a corporate leader and management professional with over 40 years of experience in large multi-national and Indian companies in the sector of business development, strategic management and marketing. He is currently associated with Savita Oils and Technologies Ltd and Muthoot Finance, among others, as a non-executive director. He was previously associated with Tata Motors for over 10 years including 5 years as Executive Director on its board, with Philips for over 18 years and with BP/Castrol for over 8 years including 3 years with BP, Singapore in a global marketing role.

In the opinion of the Board, Mr. Ravindra Pisharody fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as a Non-Executive Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, the Schedule V of the Act, as on the date of Notice, are provided in **Annexure A** and **Annexure B**, on pages 18 and 28 to this Notice.

Mr. Ravindra Pisharody, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board firmly believes that Mr. Ravindra Pisharody's extensive experience, combined with deep expertise in financial strategy and regulatory frameworks, which have enabled organizations to successfully navigate complex transformative changes, will be immensely beneficial to the Company. The Board of Directors considers the appointment of Mr. Ravindra Pisharody as a Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution as set out in Item No. 4 for approval of members.

Item No. 5 - Appointment of Ms. Shukla Wassan (DIN: 02770898) as a Non-Executive Independent Director of the Company

The Board had approved the appointment of Ms. Shukla Wassan (DIN: 02770898) as an Additional Director designated as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years, commencing from 1st December, 2025 and ending on 30th November, 2030, subject to members approval, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Ms. Shukla Wassan has been appointed as the Chairperson of the Stakeholders Relationship Committee and Member of the Audit Committee of the Company effective 12th December, 2025.

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

- a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- b) confirmation that she meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- c) confirmation that she is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- d) confirmation that she is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Ms. Shukla Wassan is eligible to be appointed as a Non-Executive Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Ms. Shukla Wassan's candidature as a Non-Executive Independent Director of the Company.

For appointment of Ms. Shukla Wassan, the Board took into consideration her rich and varied experience and expertise in strategic advisory, policy advisory and governance. Further, the Board also noted that skills, expertise and competencies possessed by Ms. Shukla Wassan were in alignment with the skills and expertise, identified by the Board, for the Directors of the Company.

Ms. Shukla Wassan has over the past decade served /continues to serve on the boards of companies including FMCG entities across India, Nepal, Bangladesh, and Sri Lanka. She has over three decades of senior leadership experience in multinational corporations, including in areas of strategic partnerships, mergers and acquisitions, joint ventures, intellectual property, and corporate governance. She is also an empanelled Arbitrator and Mediator with several institutions in India and internationally. Ms. Wassan holds a Bachelor's degree in Commerce (Hons), Bachelor's degree in Law, is a Fellow Company Secretary and a Fellow Member of the Chartered Institute of Arbitrators, London.

In the opinion of the Board, Ms. Shukla Wassan fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as a Non-Executive Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, the Schedule V of the Act, as on the date of Notice, are provided in **Annexure A** and **Annexure B**, on pages 18 and 28 to this Notice.

Ms. Shukla Wassan, being the appointee, is interested in the proposed resolution. Further, her relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board firmly believes that Ms. Shukla Wassan's extensive experience, combined with deep expertise in financial strategy and regulatory frameworks, which have enabled organizations to successfully navigate complex transformative changes, will be immensely beneficial to the Company. The Board of Directors considers the appointment of Ms. Shukla Wassan as a Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution as set out in Item No. 5 for approval of members.

Item No. 6 - Appointment of Mr. JV Raman (DIN: 08760114) as a Non-Executive Independent Director of the Company

The Board had approved the appointment of Mr. JV Raman (DIN: 08760114) as an Additional Director designated as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years, commencing from 1st December, 2025 and ending on 30th November, 2030, subject to members approval, in accordance with Sections 149, 150 and 152 of the Act and the Company's Articles of Association.

Further, Mr. JV Raman has been appointed as the Chairperson of the Risk Management Committee and Member of the Audit Committee and Nomination and Remuneration Committee of the Company effective 12th December, 2025.

The Company has received all the statutory declarations/disclosures from Mr. JV Raman including the following:

- a) consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- b) confirmation that he meets the criteria of independence as provided under Section 149 read with Schedule IV on the Code for Independent Directors of the Act and the Listing Regulations;
- c) confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014.
- d) confirmation that he is registered with the Independent Director's databank for lifetime in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Mr. JV Raman is eligible to be appointed as a Non-Executive Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. JV Raman's candidature as a Non-Executive Independent Director of the Company.

For appointment of Mr. JV Raman, the Board took into consideration his rich and varied experience and expertise in strategic advisory, policy advisory and governance. Further, the Board also noted that skills, expertise and competencies possessed by Mr. JV Raman were in alignment with the skills and expertise, identified by the Board, for the Directors of the Company.

Mr. JV Raman holds a Master's degree from IIM Bangalore and is a consumer sector global expert. He has been associated with the Unilever group for close to 30 years and worked in a number of different geographies, including developed and emerging markets. He also has extensive experience in the ice cream category having worked in India, UK, Asia/Middle East/Turkey region apart from CEE including Russia. Over the last decade, he has headed significant businesses of the Combined Unilever group in Vietnam and Russia. He is currently associated with the Private Equity Firm, Multiples Alternate Asset Management as a Senior Operating Advisor.

In the opinion of the Board, Mr. JV Raman fulfils the conditions of independence as set out in Section 149(6) and Schedule IV of the Act and the Listing Regulations and is thereby eligible for appointment as a Non-Executive Independent Director.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and the Secretarial Standards, the Schedule V of the Act, as on the date of Notice, are provided in **Annexure A** and **Annexure B**, on pages 18 and 28 to this Notice.

Mr. JV Raman, being the appointee, is interested in the proposed resolution. Further, his relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Documents relating to this item of business including the draft letter of appointment shall be available for inspection in the manner set out in Note 7 to this Notice.

The Board firmly believes that Mr. JV Raman's extensive experience, combined with deep expertise in financial strategy and regulatory frameworks, which have enabled organizations to successfully navigate complex transformative changes, will be immensely beneficial to the Company. The Board of Directors considers the appointment of Mr. JV Raman as a Non-Executive Independent Director in the interest of the Company and recommends the Special Resolution as set out in Item No. 6 for approval of members.

Item No. 7 - Approval of remuneration payable to Non-Executive Independent Directors

The Non-executive Independent Directors of the Company contribute significant professional expertise and bring with them extensive experience across diverse areas, including business operations, strategy, and corporate governance. Their guidance and insights play a vital role in strengthening the overall leadership of the Company and decision-making processes.

In accordance with the Nomination and Remuneration Policy of the Company and based on the benchmarking done by the Company and companies in similar sector or business and market capitalization, the Board of the Company (which includes a duly constituted Nomination and Remuneration Committee of the Board), approved the payment of remuneration to Non-Executive Independent Director(s), subject to approval of members.

The Non-Executive Independent Directors of the Company have extensive experience and deep knowledge in business, governance, strategic leadership and management, industry and sector experience / knowledge, financial and risk management, marketing and global business / international expertise.

The Members are informed that, in accordance with the provisions of the Companies Act, 2013, including Sections 197 and 198 read with Schedule V, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is necessary to obtain approval of members for payment of remuneration and/or commission to Non-Executive Independent Directors in the event of no profit or inadequate profits. The amount of remuneration and / or commission payable to Non-Executive Independent Directors shall be Rs. 20,00,000/- (Rupees Twenty Lakhs only) per non-executive independent director per financial year for the period commencing from 1st December, 2025 to 31st March, 2028 and remuneration for the period from 1st December, 2025 to 31st March, 2026 shall be paid on pro-rata basis.

The quantum, proportion, manner, and distribution of the aforesaid remuneration and/or commission shall be determined based on performance parameters and participation in Meetings, as finalized and approved by the Board (including the Nomination and Remuneration Committee), within the overall limits approved by the members.

The approval of members is sought by the Board of Directors as an Ordinary Resolution as set out at Item No. 7, to allow payment of remuneration to Non-Executive Independent Directors in case of no profits / inadequacy of profits.

The information as required to be disclosed in accordance with the Schedule V of the Act, forms part of the **Annexure B**, on page 28 to this Notice.

The Non-Executive Independent Directors being the subject matter of the resolution, are interested in the proposed resolution. Further, their relatives are also deemed to be interested in the resolution, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 7 for the approval of members.

Item No. 8 - Appointment of M/s. S.N. Ananthasubramanian & Co., Company Secretaries (ICSI Unique Code: P1991MH040400) as Secretarial Auditors of the Company

The equity shares of the Company were listed with effect from 16th February, 2026. In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), and Regulation 24A of the SEBI Listing Regulations, the Company is required to appoint a Practising Company Secretary or a Firm of Practising Company Secretaries as Secretarial Auditor to conduct the Secretarial Audit and issue a report thereon which will be annexed to the Report of the Board of Directors made pursuant to Section 134(3) of the Act. In terms of Regulation 24A of the SEBI Listing Regulations, the Secretarial Auditor will be appointed by the members for a continuous period of 5 (five) financial years and shall be eligible for re-appointment for one more term of 5 (five) continuous years.

Accordingly, the Board of Directors at their meeting held on 20th February, 2026 has approved and recommended the appointment of M/S. S. N. Ananthasubramanian & Co., Company Secretaries (“SNACO”), ICSI Unique Code: P1991MH040400, as the Secretarial Auditor of the Company for a period of 5 (five) financial years commencing from 2025-26 till 2029-30 to the members for their approval.

While recommending the appointment of SNACO, the Company has carefully evaluated various relevant factors, including the firm’s professional experience of more than three and a half decades, its demonstrated capability in handling diverse and complex business environments, its reputation and standing in the industry, the profile of its clientele, and its technical expertise in corporate, securities and regulatory matters. SNACO is a well-established and Peer Reviewed firm of Practising Company Secretaries registered with the Institute of Company Secretaries of India (ICSI), New Delhi.

The terms and conditions of SNACOs appointment include tenure of 5 (five) financial years, i.e., from FY 2025-26 to FY 2029-30. The remuneration for the Secretarial Audit for the year 2025-26 is set at Rs. 2,50,000 lakhs (Rupees Two lakhs and Fifty Thousand Only) plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required to conduct the audit effectively. The fees for remaining tenure would be fixed by the Board of Directors or any committees thereof of the Company, from time to time.

SNACO has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, the consent of the members is sought for the appointment of SNACO as the Secretarial Auditor of the Company. The Board of Directors recommends the resolution for approval by the members, as set out at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel (“KMP”), or their relatives have any financial or other interest in the proposed resolution.

Annexure: A

Details of Directors Seeking Appointment

(Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of Director	Mr. Chitrank Goel
DIN	11388422
Age	46 years
Date of birth	9th July, 1979
Nationality	Indian
Date of first appointment on the Board	1st December, 2025
Qualification	Bachelor's degree in Arts (Hons); and Master's degree in Business Administration
Experience	20 years
Recognition or awards	Refer Explanatory Statement
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Expertise in Consumer Packaged Goods (CPG), Snacking and Ice cream Categories; • Strategic Leadership Expertise in Quick-Service Restaurant (QSR) and Retail Operations; • Has led large-scale operations and sales roles; • Proven Capability in Large Scale Business Transformation and Category Development; • Financial Expertise and Risk Management; • Understanding of Emerging Markets and Consumer Insights; • Built highgrowth food categories; • Experience of overseeing large and complex business operations requiring proven administrative & managerial skills; • Corporate Governance and Legal Framework; • People & Talent Development; and • Purposeful Business & Sustainability/ ESG. <p>For further details, refer Notice and Explanatory Statement</p>
Job profile and suitability	<p>Please refer to Explanatory Statement for Mr. Chitrank Goel's job profile.</p> <p>The role is positioned within a newly listed company, requiring strong leadership oversight, sound judgment, and active involvement. It calls for deep business understanding, the ability to manage strategic and operational risk, and a hands-on approach in a closely monitored, performance-driven environment.</p> <p>Mr. Goel brings a strong blend of extensive leadership experience, sector expertise, strategic capability suited to such a role and demonstrated his ability to lead transformation initiatives and enables him to assess risks effectively, drive disciplined execution, and deliver sustainable business outcomes.</p> <p>In view of the complexity, risk profile, and accountability associated with a newly listed company, Mr. Chitrank Goel's experience and leadership credentials make him eminently suitable for this role.</p>

Terms and condition of appointment	Appointed as the Executive Director designated as Deputy Managing Director for a period of 3 (three) years effective from 1st December, 2025 till 30th November, 2028
Details of remuneration last drawn (FY 2024-25)	Not applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	-
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	-
Listed entities from which the Director has resigned in last 3 (three) years	-
No. of Board Meetings attended during FY 2025-26 and upto the date of this Notice	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares & % of holding including shareholding as a beneficial owner	39,000 Equity Shares amounting to 0.0017%
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director(s), if any.	Mr. Chitrang Goel holds 39,000 Equity Shares of Re. 1/- each in the Company amounting to 0.0017% of the total paid up share capital.

Name of Director	Mr. Prashant Premrajka
DIN	11065666
Age	47 years
Date of birth	30th July, 1978
Nationality	Indian
Date of first appointment on the Board	9th May, 2025
Qualification	Bachelor's degree in Commerce (Hons); and Master's degree in General Management
Experience	22 years
Recognition or awards	Refer Explanatory Statement
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Financial Expertise and Risk Management; • Leadership Expertise; • Understanding of Emerging Markets and Consumer Insights; • Crafting Business Strategies; • Experience of overseeing large and complex business operations requiring proven administrative & managerial skills; • Corporate Governance and Legal Framework; • People & Talent Development; and • Purposeful Business & Sustainability/ ESG. <p>For further details, refer Notice and Explanatory Statement</p>

Job profile and suitability	<p>Please refer to Explanatory Statement for Mr. Prashant Premrajka's job profile.</p> <p>The role is positioned within a newly listed company, requiring a high degree of responsibility, sound judgment, and continuous involvement. It demands strong business understanding, the ability to manage risk, and a hands-on approach to decision-making in a closely monitored and performance-driven environment.</p> <p>Mr. Premrajka brings the precise blend of skills, extensive experience, judgment and cross-functional exposure, and strong business acumen enable him to identify and mitigate risks early, ensure disciplined execution, and drive sustainable performance in demanding environments.</p> <p>In view of the complexity, risk profile, and accountability associated with a newly listed company, Mr. Prashant Premrajka's background and experience make him eminently suitable for this role.</p>
Terms and condition of appointment	Appointed as the Executive Director & Chief Financial Officer for a period of 3 (three) years effective from 1st December, 2025 till 30th November, 2028.
Details of remuneration last drawn (FY 2024-25)	Not applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	-
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	-
Listed entities from which the Director has resigned in last 3 (three) years	-
No. of Board Meetings attended during FY 2025-26 and upto the date of this Notice	10
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares & % of holding including shareholding as a beneficial owner	6,765 Equity Shares amounting to 0.0003%
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director(s), if any.	Mr. Prashant Premrajka holds 6,765 Equity Shares of Re. 1/- each in the Company amounting to 0.0003% of the total paid up share capital.
Name of Director	Mr. Madhavan Hariharan
DIN	07217072
Age	59 years
Date of birth	14th April, 1966
Nationality	Indian
Date of first appointment on the Board	1st December, 2025
Qualification	Bachelor's degree in Commerce; Associate Chartered Accountant; Associate Company Secretary; and Certified Information System Auditor (CISA)

Experience	35+ years
Recognition or awards	Refer Explanatory Statement
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Financial Management, Audit, Compliance & Board-Level Oversight; • Expertise in Enterprise Risk Management and Strategic Financial Leadership; • Proficiency in Mergers & Acquisitions and Corporate Governance; • Divisional Organisational Growth & Strategy; • Leading Business Strategy for conglomerates; • Understanding of Emerging Markets; • Experience of overseeing large and complex business operations requiring proven administrative & managerial skills; and • People & Talent Development. <p>For further details, refer Notice and Explanatory Statement</p>
Job profile and suitability	<p>Please refer to Explanatory Statement for Mr. Madhavan Hariharan's job profile.</p> <p>Mr. Madhavan Hariharan brings a robust blend of financial expertise, strategic leadership, and board-level experience that aligns closely with the requirements of such a role.</p> <p>His deep expertise in finance, governance, risk management, and strategy combined with extensive global and board level exposure enables him to provide effective oversight, identify and mitigate risks, and guide sustainable business performance.</p> <p>In view of the complexity, risk profile, and accountability associated with a newly listed company, Mr. Madhavan Hariharan's background and experience make him eminently suitable for this role.</p>
Terms and condition of appointment	Appointed as the Non-Executive Independent Director for a period of 5 (five) consecutive years effective from 1st December, 2025 till 30th November, 2030.
Details of remuneration last drawn (FY 2024-25)	Not applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • IRIS RegTech Solutions Limited (formerly known as IRIS Business Services Limited) • Innovative Infra & Mining Solutions Limited • Galaxy Surfactants Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • IRIS RegTech Solutions Limited <ul style="list-style-type: none"> - Chairperson of the Audit Committee - Member of Nomination and Remuneration Committee • Galaxy Surfactants Limited <ul style="list-style-type: none"> - Chairperson of the Audit Committee - Member of Nomination and Remuneration Committee - Member of Stakeholders Relationship Committee - Member of Risk Management Committee

Listed entities from which the Director has resigned in last 3 (three) years	-
No. of Board Meetings attended during FY 2025-26 and upto the date of this Notice	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares & % of holding including shareholding as a beneficial owner	None
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director(s), if any.	None

Name of Director	Mr. Ravindra Pisharody
DIN	01875848
Age	70 years
Date of birth	24th November, 1955
Nationality	Indian
Date of first appointment on the Board	1st December, 2025
Qualification	Bachelor's degree in Engineering; and Post Graduate Diploma in Management
Experience	40 years
Recognition or awards	Mr. Pisharody has been a member and led industry bodies as follows: 1) Member of Consumer Complaints Committee of ASCI (Advertising Standards Council of India) from 1999-2004. 2) Initially member of and then Chairman of Audit Bureau of Circulation (ABC) from 2012 -2016. 3) Vice-President, Society of India Automobile Manufacturers Association (SIAM) in 2016-2017.
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Expertise in Business Development, Strategic Management, and Corporate Leadership; • Experience in Marketing, Brand Building, and Global Market Operations; • Comprehensive Understanding of MultiNational and Indian Industrial Ecosystems; • Proficiency in Board Level Governance and Non-Executive Oversight; • Significant Expertise in LongTerm Organisational Growth and LargeScale Operational Management; • Financial Expertise and Risk Management; • Understanding of Emerging Markets and Consumer Insights; • Crafting Business Strategies; • Experience of overseeing large and complex business operations requiring proven administrative & managerial skills;

	<ul style="list-style-type: none"> • Corporate Governance and Legal Framework; • People & Talent Development; and • Purposeful Business & Sustainability/ ESG. <p>For further details, refer Notice and Explanatory Statement</p>
Job profile and suitability	<p>Please refer to Explanatory Statement for Mr. Ravindra Pisharody's job profile.</p> <p>Mr. Pisharody brings a distinguished blend of leadership experience, strategic capability, and board-level insight that is well aligned with such a role.</p> <p>His long-standing leadership experience, global exposure, and active involvement in industry bodies equip him with the ability to provide strategic guidance, uphold strong governance standards, and offer valuable oversight in complex business environments.</p> <p>In view of the complexity, accountability, and governance expectations associated with a newly listed company, Mr. Ravindra Pisharody's background, experience, and board-level leadership make him eminently suitable for this role.</p>
Terms and condition of appointment	Appointed as the Non-Executive Independent Director for a period of 5 (five) consecutive years effective from 1st December, 2025 till 23rd November, 2030.
Details of remuneration last drawn (FY 2024-25)	Not applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> • Savita Greentec Limited • Savita Oil Technologies Limited • Bonfiglioli Drive Solutions Private Limited • Muthoot Finance Limited • Happy Forgings Limited • Bonfiglioli Transmissions Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • Savita Oil Technologies & Limited <ul style="list-style-type: none"> - Chairperson of Nomination and Remuneration Committee - Member of Corporate Social Responsibility Committee - Member of Audit Committee • Muthoot Finance Limited <ul style="list-style-type: none"> - Chairperson of Stakeholders Relationship Committee • Happy Forgings Limited <ul style="list-style-type: none"> - Chairperson of Nomination and Remuneration Committee - Chairperson of Stakeholders Relationship Committee - Member of Corporate Social Responsibility Committee - Member of Audit Committee • Bonfiglioli Transmissions Limited <ul style="list-style-type: none"> - Chairperson of Audit Committee - Chairperson of Stakeholders Relationship Committee - Member of Nomination and Remuneration Committee

Listed entities from which the Director has resigned in last 3 (three) years	-
No. of Board Meetings attended during FY 2025-26 and upto the date of this Notice	5
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares & % of holding including shareholding as a beneficial owner	150 Equity Shares amounting to 0.000006%
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director(s), if any.	Mr. Ravindra Pisharody holds 150 Equity Shares of Re. 1/- each in the Company amounting to 0.000006% of the total paid up share capital.

Name of Director	Ms. Shukla Wassan
DIN	02770898
Age	66 years
Date of birth	18th December, 1959
Nationality	Indian
Date of first appointment on the Board	1st December, 2025
Qualification	Bachelor's degree in Commerce (Hons); Bachelor's degree in Laws; Fellow Company Secretary; and Fellow Member of the Chartered Institute of Arbitrators
Experience	30+ years
Recognition or awards	<ul style="list-style-type: none"> • Recognised for excellence in the Food & Beverage sector by the Indian Corporate Counsels Association • Awarded "Legal Team of the Year – Initiative of the Year" (2019) by the India Legal Awards Jury • Recipient of the "Corporate Lawyer of the Year" (2017) at the Women in Compliance Awards, C5 Communications, UK (international recognition) • Nominated for "Mentor of the Year for Advancement in Compliance" by C5 Communications, UK • Featured in "World's Leading General Counsel" published by LegalEra, London • Recipient of LegalEra – General Counsel of the Year (Female) (2014) and Jury Award for Outstanding Achievement – In-House (Female) (2013) • Led the India Legal Team of Hindustan CocaCola Beverages, which was awarded the Best Legal Team – FMCG Category for three consecutive years (2014, 2015, and 2016). • The PAC Team, under her leadership, received the BT CSR Excellence Award in August 2017 for its impactful work in the area of Skill Development of Women. • The PAC Team was conferred the Platinum Award for Excellence in Innovative CSR Projects by the Foundation of Accelerated Mass Empowerment in June 2007.

	<ul style="list-style-type: none"> Received a Special Mention at the CII-Triveni National Water Awards (2017) for excellence in water management, recognising Hindustan CocaCola Beverages' Integrated Watershed Management Project in Nashik. Honoured with the Xerox India President's Award (2005) and subsequently certified as a Green Belt in Xerox Lean Six Sigma (2006). Recipient of Reckitt's Kaizen Trophy for leadership in driving and generating the highest number of Kaizen initiatives in India.
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> Expertise in Strategic Partnerships, Joint Ventures, and CrossBorder Collaborations; Leadership Experience in Multinational Corporations and FMCG Board Governance; Proficiency in Mergers & Acquisitions, Corporate Governance, and Intellectual Property Matters; Financial Expertise and Risk Management; Understanding of Emerging Markets and Consumer Insights; Crafting Business Strategies; Experience of overseeing large and complex business operations requiring proven administrative & managerial skills; Corporate Governance and Legal Framework; People & Talent Development; Purposeful Business & Sustainability/ ESG; and An experienced and empanelled Arbitrator and Mediator in Domestic and International Institutions. <p>For further details, refer Notice and Explanatory Statement</p>
Job profile and suitability	<p>Please refer to Explanatory Statement for Ms. Shukla Wassan's job profile.</p> <p>Ms. Wassan brings a distinctive blend of senior leadership experience, governance expertise, and crossborder exposure that aligns strongly with the requirements of such a role.</p> <p>Her extensive board experience, legal and governance expertise, and regional exposure enable her to identify risks at an early stage, support disciplined decisionmaking, and contribute to sustainable business performance.</p> <p>In view of the complexity, accountability, and governance expectations associated with a newly listed company, Ms. Shukla Wassan's background and experience make her eminently suitable for this role.</p>
Terms and condition of appointment	Appointed as the Non-Executive Independent Director for a period of 5 (five) consecutive years effective from 1st December, 2025 till 30th November, 2030.
Details of remuneration last drawn (FY 2024-25)	Not applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> GE Power India Limited India Glycols Limited

Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	<ul style="list-style-type: none"> • GE Power India Limited <ul style="list-style-type: none"> - Chairperson of Nomination and Remuneration Committee - Chairperson of Stakeholders Relationship Committee - Member of Audit Committee - Member of Strategy & Innovation Committee • India Glycols Limited <ul style="list-style-type: none"> - Chairperson of Stakeholders Relationship Committee - Member of Nomination and Remuneration Committee - Member of Risk Management Committee - Member of Ethics Committee - Member of Committee of Directors
Listed entities from which the Director has resigned in last 3 (three) years	-
No. of Board Meetings attended during FY 2025-26 and upto the date of this Notice	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares & % of holding including shareholding as a beneficial owner	None
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director(s), if any.	None

Name of Director	Mr. JV Raman
DIN	08760114
Age	62 years
Date of birth	1st February, 1964
Nationality	Indian
Date of first appointment on the Board	1st December, 2025
Qualification	Bachelor's degree in Engineering (Electrical and Electronics); and Master's degree in Business Administration
Experience	39+ years
Recognition or awards	<ul style="list-style-type: none"> • Mr. Raman was awarded by Vietnam Women's Association Recognition for pioneering work across Rural Vietnam in the year 2014 – 2015 • Hewas ranked as Top CEO in Russia in FMCG business by the Association of Managers in the year 2017 – 2018.
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> • Expertise in Global Consumer Markets across Developed and Emerging Economies; • Leadership Experience in Large Scale FMCG Operations and Market Expansion; • Proficiency in Category Development, particularly in the Ice-Cream Sector across India and Asia;

	<ul style="list-style-type: none"> • Understanding of Cross-Border Business Management, including Vietnam and Russia; • Expertise in Strategic Advisory, Portfolio Value Creation, and Operational Excellence; • Financial Expertise and Risk Management; • Understanding of Emerging Markets and Consumer Insights; • Crafting Business Strategies; • Experience of overseeing large and complex business operations requiring proven administrative & managerial skills; • Corporate Governance and Legal Framework; • People & Talent Development; • Purposeful Business & Sustainability/ ESG. <p>For further details, refer Notice and Explanatory Statement</p>
Job profile and suitability	<p>Please refer to Explanatory Statement for Mr. JV Raman's job profile.</p> <p>Mr. Raman brings a strong combination of global consumer sector expertise, operational leadership, and strategic insight that aligns well with the demands of such a role.</p> <p>His extensive global exposure, category leadership, and proven track record of managing large consumer businesses enable him to assess risks effectively, drive disciplined execution, and deliver sustainable growth in demanding environments.</p> <p>In view of the complexity, risk profile, and accountability associated with a newly listed company, Mr. JV Raman's background and experience make him eminently suitable for this role.</p>
Terms and condition of appointment	Appointed as the Non-Executive Independent Director for a period of 5 (five) consecutive years effective from 1st December, 2025 till 30th November, 2030.
Details of remuneration last drawn (FY 2024-25)	Not applicable
Details of remuneration sought to be paid	Refer Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	-
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	-
Listed entities from which the Director has resigned in last 3 (three) years	-
No. of Board Meetings attended during FY 2025-26 and upto the date of this Notice	6
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	None
Number of shares & % of holding including shareholding as a beneficial owner	25,237 Equity Shares amounting to 0.0011%
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director(s), if any.	Mr. JV Raman holds 25,237 Equity Shares of Re. 1/- each in the Company amounting to 0.0011% of the total paid up share capital.

Annexure: B

Information required to be furnished under Schedule V of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

A. Statement as per Section II of Part II of Schedule V to the Act

Nature of Industry	Ice Cream
Date or expected date of commencement of commercial production	<p>The Company was incorporated on 10th January, 2025.</p> <p>Further, the Company has filed Declaration of commencement of business with the Ministry of Corporate Affairs on 29th January, 2025.</p> <p>Pursuant to Scheme of Demerger of Ice cream business of HUL, as approved by NCLT on 30th October, 2025 read along with rectification order dated 6th November, 2025, which was effective 1st December, 2025, the Ice Cream Business of HUL was transferred to KWIL / Company.</p>
Financial performance based on given indicators	<p>Not applicable, as the Company is a newly incorporated company and the 1st Financial year has been concluded on 31st March, 2026 and the financial statements are under preparation.</p> <p>The Unaudited Financial Results for the quarter ended 31st December, 2025 and for the period 10th January, 2025 to 31st December, 2025 of the Company are available on https://www.bseindia.com/xml-data/corpfiling/AttachHis/dc6d5966-fbe2-43fa-9e04-6b12e0435b22.pdf</p>
Foreign investments or collaborations if any	<p>The Company has not entered into any material foreign collaboration.</p> <p>The Company is a subsidiary of The Magnum Ice Cream Company Holdco 1 Netherlands B.V. which holds 61.90% stake in the Company.</p> <p>Other foreign investors, mainly comprising of FIIs and NRIs, are on account of issuances of securities and/or secondary market purchases, from time to time.</p>
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	<p>The Company is a newly listed entity operating in a closely monitored and performance-driven environment, which necessitates a high degree of responsibility, sound judgment, and continuous involvement. This demands strong business acumen, effective risk management capabilities, hands-on approach and timely decision-making.</p> <p>In determining the proposed remuneration, due consideration has been given to the qualifications, expertise, experience, and responsibilities of the appointees. The remuneration is considered commensurate with the scope of the role and is in line with remuneration practices followed by comparable companies.</p>

<p>Reasons of loss or inadequate profits</p>	<p>Not applicable, the Company is a newly incorporated company, and the 1st Financial year has concluded on 31st March, 2026.</p> <p>The Company was formed for the specific purpose of operating and managing the ice cream business demerged from Hindustan Unilever Limited pursuant to the Scheme of Demerger, which became effective on 1st December, 2025.</p> <p>The Company may incur losses or report inadequate profits during initial period including its first financial year mainly due to the following reasons:</p> <ol style="list-style-type: none"> 1. Initial set-up and transition related costs; 2. A period of business transfer integration and operational stabilisation following the demerger; 3. Upfront capital expenditure and infrastructure investments required to strengthen the ice cream supply chain; 4. Planned investments in front-end cabinets and back-end supply chain infrastructure to support and accelerate growth; and 5. Investments in organisational capabilities and transformation initiatives aimed at driving sustainable growth while progressively achieving the targeted margin glide path.
<p>Steps taken or proposed to be taken for improvement</p>	<p>Following the transfer of the ice cream business pursuant to the Scheme of Demerger effective 1st December, 2025, the Company is in the process of establishing its operations. During this transition, the Company has implemented initiatives to streamline operations and appropriately right size its cost structure. The Company has also developed a strategic plan, endorsed by the Board, aimed at progressively accelerating growth and achieving scale benefits, which are expected to translate into improved margin performance in subsequent financial years.</p>
<p>Expected increase in productivity and profits in measurable terms</p>	