TEAM INDIA GUARANTY LIMITED
(formerly known as Times Guaranty Limited)
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Marg Lower Parel (W) Mumbai- 400013
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E-mail: info@teamindiaguarantylimited.com
Website: https://teamindiaguarantylimited.com/
CIN: L65920MH1989PLC054398

POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of The Companies Act, 2013 read with Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014]

Dear Member,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of **Team India Guaranty Limited** ("the Company") by means of Postal Ballot, only through remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 11/2022 dated December 28, 2022, and the latest one being General Circular no. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), read with SEBI Master Circular Nos. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (hereinafter collectively referred to as "SEBI Circulars"), Regulation 44 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(s) thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid circulars issued by MCA, it is advised that companies take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a General Meeting that requires physical presence of members at a common venue. Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

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

The proposed resolutions and the Explanatory Statement stating the facts as required in terms of Section 102 of the Act as appended hereto form part of this Postal Ballot Notice ("Notice").

In compliance with Sections 108 and 110 of the Act, read with (i) Rules 20 and 22 of The Companies (Management and Administration) Rules, 2014 as amended, (ii) Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iii) In accordance with MCA Circulars, (iv) Secretarial Standard on General Meetings ("SS-2"), the Company is offering the facility to its Members to exercise their right to vote on the resolutions appended to this Notice, by electronic means ('remote e-voting') only. For this purpose, the Company has availed the services of **Central Depository Services (India) Limited ("CDSL")** to provide remote e-voting facility to the Members of the Company.

The Board of Directors of the Company through circular resolution no. 06 dated 13TH July 2026 has appointed Aabid & Co., Company Secretaries (Membership No. F6579) (CP No. 6625), to act as a Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

The Scrutinizer will submit their report to the Chairman of the Company, or, in his absence, any person of the Company duly authorized by the Board for the purpose, after completion of scrutiny of Postal Ballots in a fair and transparent manner.

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process.

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

Commencement of e-voting period	18th July 2026 at 9:00 a.m.
Conclusion of e-voting period	16th August 2026 till 5:00 p.m.
Cut-off date for eligibility to vote	14th July 2026

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on Sunday, 16th August 2026, and will be disallowed thereafter.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result of the e-voting will be announced within 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., Sunday, 16th August 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

By Order of the Board
FOR TEAM INDIA GUARANTY LIMITED

TEAM INDIA GUARANTY LIMITED MUMBAI

A Pandey

AARTI PANDEY
COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 13th July 2026
Place: Mumbai

RESOLTUION(S):

SPECIAL BUSINESS:

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. SANJIV SWARUP (DIN: 00132716) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

"IT IS RESOLVED THAT,

1. Pursuant to Sections 149, 150, 152, and other applicable provisions, if any, of The Companies Act, 2013 ("the Act") read with Rule 8 and 14 of The Companies (Appointment and Qualification of Directors) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and Schedule IV to the Act, as well as Regulations 16, 17, and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Articles of Association of the Company, Mr. Sanjiv Swarup (DIN: 00132716), who was appointed pursuant to Section 161 of the Act as an Additional Non-Executive Independent Director with effect from May 29, 2026, by the Board of Directors on the recommendation of the Nomination and Remuneration Committee, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from May 29, 2026, and that he shall not be liable to retire by rotation.

2. Any one of the Director and/or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient for giving effect to this resolution, including filing of necessary forms/documents with the Ministry of Corporate Affairs, stock exchanges, and/or any other authorities as may be required.

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, as amended, outlining the material facts related to the resolution in this Postal Ballot Notice, is annexed hereto.

2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent exclusively via electronic means to Members whose names appear in the Register of Members or the List of Beneficial Owners provided by NSDL and CDSL as of the cut-off date, Tuesday, July 14, 2026, and who have registered their email addresses with the Depositories through their Depository Participants or with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited ("RTA"). Members who have not registered their email IDs are requested to follow the instructions given below.

3. The voting rights of Members will be determined based on the equity shares held as of the cut-off date, Tuesday, July 14, 2026. Only Members holding shares in physical or dematerialized form as of this date are eligible to cast votes through remote e-voting. Individuals who are not Members as of the cut-off date should consider this notice for information purposes only.

4. The Postal Ballot Notice is available on the Company's website at https://teamindiaguarantylimited.com, the website of the Stock Exchange, BSE Limited

(www.bseindia.com), National Stock Exchange India Limited (www.nseindia.com) and CDSL's e-voting platform www.evotingindia.com.

5. Material documents referred to in the Explanatory Statement are accessible for electronic inspection until the end of the e-voting period. Members wishing to inspect such documents may email a request to info@teamindiaguarantylimited.com.

6. Members holding shares in physical form and who have not updated their email addresses are requested to update their email IDs by sending relevant proof to the Company's RTA, MUFG Intime India Private Limited. Members can submit the documents by email to investor.helpdesk@in.mpms.mufg.com For demat shareholders, email updates should be done through the respective Depository Participants.

7. The remote e-voting period will begin at 9:00 A.M. (IST) on Saturday, July 18, 2026, and conclude at 5:00 P.M. (IST) on Sunday, August 16, 2026. Once a vote is cast via e-voting, it cannot be changed. Resolutions passed via Postal Ballot will be considered as passed at a General Meeting of Members. If approved by the requisite majority, resolutions will be deemed passed on the last day of remote e-voting, i.e., August 16, 2026.

8. The Board has appointed M/s. Aabid & Co., Company Secretaries, (Membership No. FCS 6579 CP No 6625) as the Scrutinizer to the e-voting process, (including voting through Ballot forms received from Members) and remote e-voting process in a fair and transparent manner.

9. Upon completion of scrutiny, the Scrutinizer will submit the report to the authorized Company official. The results will be announced within two (2) working days and made available on the Company's website (https://teamindiaguarantylimited.com) and communicated to BSE Limited (www.bseindia.com) and National Stock Exchange (NSE) (www.nseindia.com).

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

11. Instructions for remote e-voting are provided in detail **as under:**

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on Saturday, July 18 2026 at 09:00 a.m. and ends on Sunday, August 16, 2026 at 05:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, July 14, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

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

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

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

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

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

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

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

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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

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

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

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

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

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

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

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@teamindiaguarantylimited.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

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

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013;

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 (the 'Act'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the following Explanatory Statement setting out all material facts relating to the business mentioned at Item Nos. 1 of the accompanying Notice should be taken as forming part of this Notice.

ITEM NO. 1: REGULARIZATION OF APPOINTMENT OF MR. SANJIV SWARUP (DIN: 00132716) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY;

In accordance with the provisions of the Companies Act, 2013 ("Act"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Nomination and Remuneration Policy of the Company, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 29, 2026, appointed Mr. Sanjiv Swarup (DIN: 00132716) as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from May 29, 2026, subject to the approval of the Members of the Company.

The Company has received the following disclosures/declarations from Mr. Sanjiv Swarup:

i) Consent to act as Director under Section 152 of the Act (Form DIR-2);

ii) Disclosure of interest under Section 184(1) of the Act (Form MBP-1);

iii) Declaration under Section 164 of the Act (Form DIR-8) confirming that he is not disqualified to be appointed as a Director.

iv) Declaration of independence under Section 149(6) of the Act and as per the Listing Regulations;

v) Declaration under BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, confirming that he has not been debarred from holding the office of Director by any Order passed by the Securities and Exchange Board of India or any other regulatory authority.

In the opinion of the Board, Mr. Sanjiv Swarup fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board is also of the view that, considering his qualifications, expertise and rich experience in the areas of corporate governance, finance, legal matters, management consulting, strategic advisory and business administration, his appointment will be beneficial and in the best interest of the Company.

The resolution seeks approval of the Members for appointment of Mr. Sanjiv Swarup as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from May 29, 2026 up to May 28, 2031, not liable to retire by rotation.

Mr. Sanjiv Swarup shall be entitled to receive sitting fees for attending meetings of the Board of Directors and / or Committees thereof, as may be approved by the Board from time to time.

The additional information as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2") is provided below:

Name of director	Sanjiv Swarup
Director Identification Number	00132716
Fathers' name:	Virendra Swarup

Date of birth:	November 19, 1958
Age	67 years
Nationality	Indian
Date of first appointment on the board	May 29, 2026
Qualification	Qualified Chartered Accountant & Lawyer
Nature of Appointment	Regularization of Appointment as a Non-Executive Independent Director
Term of Appointment	Five consecutive years from May 29, 2026 up to May 28, 2031, not liable to retire by rotation
Brief resume of the Director	Mr. Sanjiv Swarup has over 45 years of rich and diversified experience in the areas of corporate governance, management consulting, strategic advisory and business administration. He has been associated with management consultancy practice for nearly four decades and has advised reputed organisations across various sectors on management, governance, operational and strategic matters. He has qualified as a Chartered Accountant and Lawyer and possesses significant expertise in corporate strategy, governance practices and business advisory services. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs and presently serves as a Non-Executive Independent Director on the Boards of various listed entities, including Bharat Wire Ropes Limited. Mr. Swarup is also actively associated with various social and community development initiatives, including smart agriculture, cancer prevention and humanitarian activities through the Rotary Club.
Nature of expertise in specific functional areas	Corporate governance, management consulting, strategic advisory, business administration, corporate strategy, finance, legal matters and business advisory services.
Disclosure of relationship between Directors inter-se	Mr. Sanjiv Swarup is not related to any Director or Key Managerial Personnel of the Company.
Membership / Chairpersonship of Committees of the Board of the Company	Chairperson - Audit Committee Member - Nomination and Remuneration Committee Member - Corporate Social Responsibility Committee Member - Stakeholders Relationship Committee
Directorship in other Companies	▪ Josts Engineering Company Limited ▪ Bharat Wire Ropes Limited ▪ Abans Jewels Limited ▪ Responsive Industries Limited ▪ Highness Microelectronics Limited ▪ Abans Enterprises Limited ▪ AI NXT Technovations Private Limited

	▪ Comfort Fincap Limited
Name of other listed entities in which he holds directorship	▪ Josts Engineering Company Limited ▪ Bharat Wire Ropes Limited ▪ Responsive Industries Limited ▪ Abans Enterprises Limited ▪ Comfort Fincap Limited
Membership / Chairpersonship of Committees of the Board in other listed entities	▪ Josts Engineering Company Limited ▪ Bharat Wire Ropes Limited ▪ Responsive Industries Limited ▪ Abans Enterprises Limited ▪ Comfort Fincap Limited
Listed entities from which he has resigned in the past three years	▪ Highness Microelectronics Limited ▪ TAC Infosec Limited ▪ Chatha Foods Limited
Shareholding in the Company, including shareholding as beneficial owner	Nil
The skills and capabilities required for the role and the manner in which he meets such requirements	Mr. Sanjiv Swarup possesses strong expertise in corporate governance, finance, legal matters and strategic advisory. His 45+ years of experience, along with his experience as an Independent Director on listed companies, makes him well suited to discharge the role effectively.
Board meeting attendance	During FY 2026-2027, Mr. Sanjiv Swarup has attended 1 (One) Board Meeting held till date.
Remuneration last drawn	Nil

Accordingly, the Board commends the Special Resolution as set out in item No. 1 of the accompanying notice.

Mr. Sanjiv Swarup is concerned or interested in the Resolution set out at Item No. 1 of the accompanying Notice relating to his appointment and his relatives are concerned or interested to the extent of their shareholding, if any, in the Company. None of the other Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

This statement may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.