MICROLAND

MICROLAND LIMITED
CIN: U85110KA1989PLC014450
Registered Office Address: 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru 560103

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013
read with the Companies (Management and Administration) Rules, 2014, each as amended)

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and applicable Secretarial Standards, any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to seek the consent of the members by passing Ordinary Resolutions through the process of Postal Ballot for the following:

1. Approval for the appointment of Mr. Giridhar Sanjeevi (DIN: 06648008) as an Independent Director of the Company

2. Approval for the appointment of Ms. Divya Kumar (DIN: 08666521) as an Independent Director of the Company

The Board of Directors, subject to the approval of the Shareholders of the Company, by way of Ordinary resolutions, through Postal Ballot and subject to such approvals, as may be necessary and subject to such modifications and conditions if any, as may be prescribed, approved the notice of Postal Ballot.

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, setting out material facts and the explanation pertaining to the said Resolutions is also annexed.

The Board of Directors, at its meeting held on October 29, 2026, appointed J Sundharesan and Associates, Practising Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot in a fair and transparent manner.

This Postal Ballot Notice along with Explanatory Statement, Postal Ballot Papers and self-addressed Pre-stamped Envelope are being sent through permitted mode as prescribed under the Companies Act, 2013 to all the Shareholders at the addresses registered by them with the Company/Depository Participant/RTA and the communication of assent / dissent of the Shareholders will only take place through physical voting on the Postal Ballot form enclosed herewith.

The voting through Postal Ballot shall commence on Thursday, November 12, 2026, and shall end on Friday, December 11, 2026 at 5:00 PM (IST). Members are requested to carefully read the instructions printed below the Postal Ballot form before recording their assent ("FOR") or dissent ("AGAINST") on the proposed Resolution.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced on or before Tuesday, December 15, 2026, on the website of the Company at http://www.microland.com.

In case of any queries or grievances relating to Postal Ballot, Shareholders are requested to contact: The Company Secretary, Microland Limited, 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560103, email ID: investorrelations@microland.com.

The Postal Ballot Notice along with the Postal Ballot form is also available on the website of the Company at http://www.microland.com.

SPECIAL BUSINESS:

Item No. 1:

1. APPROVAL FOR THE APPOINTMENT OF MR. GIRIDHAR SANJEEVI AS AN INDEPENDENT DIRECTOR - ORDINARY RESOLUTION

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

"RESOLVED THAT Mr. Giridhar Sanjeevi (DIN: 06648008), who was appointed as an Additional (Independent) Director of the Company, with effect from September 01, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for the appointment and who has also consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder and as amended from time to time, as recommended and approved by the Nomination and Remuneration Committee and the Board of Directors, the appointment of Mr. Giridhar Sanjeevi (DIN 06648008) who meets the criteria for independence as provided in the Companies Act, 2013, who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from September 01, 2026 to August 31, 2031 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (which term shall deem to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) or the Chief Financial Officer or the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.**"**

Item No. 2:

2. APPROVAL FOR THE APPOINTMENT OF MS. DIVYA KUMAR AS AN INDEPENDENT DIRECTOR - ORDINARY RESOLUTION

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

"RESOLVED THAT Ms. Divya Kumar (DIN: 08666521), who was appointed as an Additional (Independent) Director of the Company, with effect from September 01, 2026 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee (NRC) in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for the appointment and who has also consented to act as a Director of the

Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other Rules made thereunder and as amended from time to time, as recommended and approved by the Nomination and Remuneration Committee and the Board of Directors, the appointment of Ms. Divya Kumar (DIN 08666521), who meets the criteria for independence as provided in the Companies Act, 2013, who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from September 01, 2026 to August 31, 2031 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors (which term shall deem to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) or the Chief Financial Officer or the Company Secretary be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to the above resolution.**"**

Place: Bengaluru
Date: October 29, 2026

By Order of the Board of Directors,
For Microland Limited

Sd/-
Pradeep Kar
Chairman and Managing Director
DIN: 00129501

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with applicable rules thereof, stating all material facts and the reasons for the proposal is annexed herewith and forms part of this notice. The relevant disclosures as specified under the applicable Secretarial Standards, in respect of Director seeking appointment as an Independent Director is also annexed to this Notice.

2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the members at the Registered Office of Microland Limited during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot.

3. This Postal Ballot Notice is being sent to the Shareholders whose names appear on the register of members/ register of beneficial owners received from the Depositories as on Friday, November 06, 2026, the Cut-off Date. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member on the Cut- off Date.

5. There will be one Postal Ballot form for every Folio / Client ID, irrespective of the number of Joint Holders.

6. Physical copy of the Notice along with Postal Ballot form and self-addressed Pre-stamped Envelope are being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members should be sent with the duly filled form.

7. An advertisement consisting of the necessary details as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 and such other applicable Statutes, shall be published in English National Daily Newspaper and one Regional Daily Newspaper having a wide circulation in the district (in vernacular language, i.e. Kannada).

8. Any member who has not received the Postal Ballot form may send an e-mail to investorrelations@microland.com and obtain a duplicate postal ballot form.

9. The members are requested to notify the change in their address, e-mail address and mobile number, if any, to the company to the email id investorrelations@microland.com.

10. The last date of voting, i.e. Friday, December 11, 2026, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

11. Resolution passed by the members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the members.

12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the duly filled Postal Ballot Form from the members of the Company, and the result of the voting by Postal Ballot will be announced not later than Tuesday, December 15, 2026, and will also be displayed on the Company's website.

Place: Bengaluru
Date: October 29, 2026

By Order of the Board of Directors,
For Microland Limited

Sd/-
Pradeep Kar
Chairman and Managing Director
DIN: 00129501

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No. 1:

The NRC and the Board, after considering the skills, competence and expertise of Mr. Giridhar Sanjeevi (DIN 06648008), approved and recommended on August 07, 2026, the appointment of Mr. Giridhar Sanjeevi (DIN 06648008) as Additional (Independent) Director on the Board of your Company pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, for a period of five years commencing from September 01, 2026 to August 31, 2031,not liable to retire by rotation, subject to the approval of the Shareholders.

The Company has received a notice in writing from a member, in terms of Section 160 of the Act, proposing the candidature of Mr. Giridhar Sanjeevi for the office of Director.

The Company has received the following documents from Mr. Giridhar Sanjeevi (DIN: 06648008) (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, (iii) Notice of Interest in Companies in Form MBP-1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, approval of Shareholders by Ordinary resolution is required for the appointment of Independent Directors. Hence, the Company seeks your approval for the appointment of Mr. Giridhar Sanjeevi (DIN 06648008) as an Independent Director of the Company for a first term of five years commencing from September 01, 2026 to August 31, 2031. He will not be liable to retire by rotation. Mr. Giridhar Sanjeevi (DIN 06648008) would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees (where he is a Chairman/member) thereof. In addition, he would be entitled to Commission or otherwise, if any, as determined by the NRC and the Board of Directors in accordance with the provisions of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Giridhar Sanjeevi (DIN 06648008) fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management of the Company.

Copies of the draft letter of appointment of Mr. Giridhar Sanjeevi (DIN 06648008) setting out terms and conditions of appointment are available for inspection by the members in physical form at the Registered Office of the Company during office hours on all working days up to the last date of voting.

Additional details:

1.	Brief Resume, Qualification, Experience and Expertise	Mr. Giridhar Sanjeevi holds a post graduate diploma in management from Indian Institute of Management, Ahmedabad and is a qualified Chartered Accountant. He has over 35 years of experience in finance. Mr. Giridhar Sanjeevi was associated with Indian Hotels Company Limited, as its Executive Vice President and Chief Financial Officer. He is the Chairperson and Independent Director of Amagi Media Labs Limited and is a Board member and the Audit Committee Chair of SBI Funds Management Limited.
2.	Date of Birth & Age	December 03, 1963, and 62 years
3.	Date of first appointment on the Board	September 01, 2026
4.	Terms and conditions of appointment and remuneration payable	Appointment as Independent Director for a period of five years commencing from September 01, 2026 to August 31, 2031, not liable to retire by rotation. Sitting fees for attending Board and Committee Meetings, where he is a Chairperson/member and Commission or otherwise, if any, as determined by the NRC and the Board of Directors.
5.	Shareholding in the Company as on October 29, 2026	NIL
6.	Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP)	None
7.	Number of Board meetings attended upto the date of notice of Postal Ballot	Total number of Board meetings held: 1 Total number of Board meetings attended: 1
8.	Names of other companies in which the appointee also holds the directorship	1. Amagi Media Labs Limited 2. SBI Funds Management Limited
9.	Remuneration last drawn (As on October 29, 2026)	Sitting fee, as applicable

Memorandum of Concern or Interest

None of the Directors and KMP of the Company and their relatives, other than Mr. Giridhar Sanjeevi (DIN: 06648008), are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item Number 1 of this Notice.

Accordingly, the Board recommends the passing of the Ordinary Resolution as specified in Item Number 1 of this Notice of the Postal Ballot.

Item No. 2:

The NRC and the Board, after considering the skills, competence and expertise of Ms. Divya Kumar (DIN: 08666521) approved and recommended on August 18, 2026, the appointment of Ms. Divya Kumar (DIN 08666521),as Additional (Independent) Director on the Board of your Company pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, for a period of five years commencing from September 01, 2026 to August 31, 2031, not liable to retire by rotation, subject to the approval of the Shareholders.

The Company has received a notice in writing from a member, in terms of Section 160 of the Act, proposing the candidature of Ms. Divya Kumar (DIN 08666521) for the office of Director.

The Company has received the following documents from Ms. Divya Kumar (DIN: 08666521), (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013, (iii) Notice of Interest in Companies in Form MBP-1 pursuant to Section 184 (1) read with Rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 and (iv) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, approval of Shareholders by Ordinary resolution is required for the appointment of Independent Directors. Hence, the Company seeks your approval for the appointment of Ms. Divya Kumar (DIN 08666521), as an Independent Director of the Company for a first term of five years commencing from September 01, 2026, to August 31, 2031. She will not be liable to retire by rotation. Ms. Divya Kumar (DIN 08666521), would be entitled to sitting fees for attending the meetings of the Board of Directors and Committees (where she is a Chairperson/member) thereof. In addition, she would be entitled to Commission or otherwise, if any, as determined by the NRC and the Board of Directors in accordance with the provisions of the Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Divya Kumar (DIN 08666521), fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management of the Company.

Copies of the draft letter of appointment of Ms. Divya Kumar (DIN 08666521), setting out terms and conditions of appointment are available for inspection by the members in physical form at the Registered Office of the Company during office hours on all working days up to the last date of voting.

Additional details:

1.	Brief Resume, Qualification, Experience and Expertise	Ms. Divya Kumar is a global business executive and Board member with more than 25 years of experience across multiple industries, geographies and operating models. She has held high-impact leadership roles spanning finance, strategy, technology, AI and operations for major multinational brands and high-growth startups. Her latest roles were as Global Dy. CFO and head of Analytics at Decathlon, and as Global Digital CFO and Chief Data Officer at IKEA. She has been a recipient of multiple CFO and executive leadership awards. She is also the author of the acclaimed book, "CFO AI Compass: A Practical Guide for Finance Leaders," which empowers executives to successfully spearhead the enterprise AI agenda. As a recognized thought leader, she frequently shares her insights at prominent global forums including The Economist, TedX, Women in Tech Europe, Economic Times, NASSCOM and PeopleMatters. Ms. Divya Kumar is a Cost and Management Accountant and an MBA in Economics & Finance from University of Miami.
2.	Date of Birth & Age	July 04, 1978 and 48 years
3.	Date of first appointment on the Board	September 01, 2026
4.	Terms and conditions of appointment and remuneration payable	Appointment as Independent Director for a period of five years commencing from September 01, 2026 to August 31, 2031, not liable to retire by rotation. Sitting fees for attending Board and Committee Meetings, where she is a Chairperson/member and Commission or otherwise, if any, as determined by the NRC and the Board of Directors.
5.	Shareholding in the Company as on October 29, 2026	NIL
6.	Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP)	None
7.	Number of Board Meetings attended upto the date of notice of Postal Ballot	Total number of Board meetings held: 1 Total number of Board meetings attended: 1
8.	Names of other companies in which the appointee also holds the directorship	None
9.	Remuneration last drawn (As on October 29, 2026)	Sitting fee, as applicable

Memorandum of Concern or Interest

None of the Directors and KMP of the Company and their relatives, other than Ms. Divya Kumar (DIN: 08666521), are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out at Item Number 2 of this Notice.

Accordingly, the Board recommends the passing of the Ordinary Resolution as specified in Item Number 2 of this Notice of the Postal Ballot.

Place: Bengaluru
Date: October 29, 2026

By Order of the Board of Directors,
For Microland Limited

Sd/-
Pradeep Kar
Chairman and Managing Director
DIN: 00129501

MICROLAND

MICROLAND LIMITED
CIN: U85110KA1989PLC014450
Registered Office Address: 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru 560103

Postal Ballot Form

Name(s) & Registered Address of the Sole / First named Member	
Name(s) of the Joint-Holder(s), if any	
Registered Folio Number / DP ID No. / Client ID No.	
Number of Shares held	

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through postal ballot for the businesses stated in the notice of the Company by conveying my / our assent or dissent to the said resolutions by placing a tick **[**√**]** mark in the appropriate box below:

Item No.	**Resolution summary**	**No. of Shares held**	**I assent to the resolution Please tick (√)**	**I dissent to the resolution Please tick (√)**
1.	Approval for the appointment of Mr. Giridhar Sanjeevi (DIN: 06648008) as an Independent Director of the Company.			
2.	Approval for the appointment of Ms. Divya Kumar (DIN: 08666521) as an Independent Director of the Company.			

Place: **Signature**
Date:

General Instructions for Voting through Postal Ballot Form:

1. A Shareholder desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form and send it as per the details provided in the attached self-addressed Pre-stamped Envelope. However, envelopes containing the postal ballots, if deposited in person or sent by courier / speed post at the expense of the member, will also be accepted.

2. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.

3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Shareholder and in his/her absence, by the next-named Shareholder.

4. In case of shares held by Companies, Trusts, Partnership Firms, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution/ authorization.

5. Consent must be accorded by placing a tick mark **[**√**]** in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark **[**√**]** in the column 'I dissent to the resolution'.

6. A Shareholder need not use all his/her votes, nor does he /she need to cast his/her votes in the same way.

7. The vote of members will be considered invalid on any of the following grounds:

    a) Unsigned Postal Ballot forms will be rejected;
    b) If the member's signature does not tally;
    c) If the member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
    d) If the Postal Ballot form is incomplete or incorrectly filled;
    e) If the Postal Ballot form received is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Shareholders, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified on one or more of the above grounds.

8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 PM IST on or before Friday, December 11, 2026, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member.

9. Shareholders may request a duplicate Postal Ballot form, if so required. However, the duly filled-in duplicate Postal Ballot forms should reach the Scrutinizer on or before 5:00 PM IST on Friday, December 11, 2026.

10. Shareholders are requested NOT to send any other paper along with the Postal Ballot form in the enclosed self-addressed Pre-stamped Envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.

11. Only a Shareholder entitled to vote is entitled to fill in the Postal Ballot form. Shareholder cannot exercise his/her vote by proxy on Postal Ballot.

12. The Scrutinizer's decision on the validity of the postal ballot form shall be final.