NOTICE TO MEMBERS

NOTICE is hereby given that the Thirty-Seventh Annual General Meeting (AGM) of the members of Microland Limited (Microland) will be held on Friday, August 28, 2026, at 11:00 AM IST at the Registered Office of the Company situated at 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560103, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited (standalone and consolidated) financial statements of the Company for the financial year ended March 31, 2026, along with the report of the Board of Directors and the auditor's thereon.

2. To appoint a Director in place of Mr. Raja Gopalan (DIN: 08879352), who retires by rotation and being eligible, offers himself for re-appointment.

3. To declare a final dividend of ₹5/- per equity share for the financial year ended March 31, 2026.

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Hari Shanker Bhartia (DIN: 00010499) as an Independent Director of the Company.

   To consider and, if thought fit to pass, with or without modifications the following resolution as an **"ORDINARY RESOLUTION"**

   "**RESOLVED THAT** Mr. Hari Shanker Bhartia (DIN: 00010499) who was appointed as an Additional (Independent) Director of the Company, with effect from July 01, 2026, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for 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 provision 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 applicable Rules made thereunder and as amended from time to time, as recommended and approved by the Nomination and Remuneration Committee (NRC) and the Board of Directors, the appointment of Mr. Hari Shanker Bhartia (DIN: 00010499) who meets the criteria for independence as provided in the Act, 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 July 01, 2026 to June 30, 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."

By the order of the Board of Directors,

For **Microland Limited**

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

Place: London
Date: June 01, 2026

NOTES:

A. An explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 (hereinafter referred to as "Act") is annexed hereto as ***Annexure- I.***

B. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. Proxies, in order to be effective, duly filled in proxy form must be received at the

registered office of the Company not less than 48 hours before the meeting. A blank form of proxy is enclosed along with the notice of this meeting in ***Annexure II.***

C. Members/Proxies/Authorized Representatives of members should bring the Attendance slip duly filled in for attending the meeting. Members / Proxies / Authorized Representatives for members holding equity shares in dematerialized form should also bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Enclosed herewith as ***Annexure III.***

D. Corporate members intending to send their Authorized Representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of the relevant Board resolution together with their respective specimen signatures, authorizing the representative(s) to attend and vote on their behalf at the AGM to: investorrelations@microland.com, prior to the meeting.

E. The members are required to notify the change in their address, e-mail address and mobile number, if any, to the Company/Depository Participants immediately.

F. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of contracts or arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

G. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective Depository Participant(s) (DP).

H. Members may note that the Board, at its meeting held on Friday, May 15, 2026, recommended a final dividend of ₹5/- per equity share for the financial year ended March 31, 2026. The record date for the purpose of final dividend is Friday, August 07, 2026. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before September 25, 2026 through permitted modes. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date. Members may note that the Income-tax Act, 2025, ("the IT Act") as amended by the Finance Act, 2026, mandates that dividend paid or distributed by a company shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

A. For resident shareholders, taxes shall be deducted at source under Section 393 of the IT Act as follows:

1. Members having valid Permanent Account Number (PAN): 10% or as notified by the Government of India (GOI).

2. Members not having PAN / valid PAN: 20% or as notified by the GOI.

   As per Section 262 of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under Section 397 of the IT Act.

   However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2026-27 does not exceed ₹10,000, and also in cases where members provide Form 121 (Corresponding to the erstwhile form 15G / form 15H under the income tax act 1961) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding of tax. Furnishing a valid PAN is mandatory for members submitting Form 121 (erstwhile form 15G / 15H) or any other documents to claim exemption/lower deduction. In the absence of valid documents within the

prescribed timelines, tax shall be deducted at the applicable higher rates.

B. For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 393 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the GOI on the amount of dividend payable. However, as per Section 159 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 217 (erstwhile Rule 37BC) of the Income-tax Rules, 2026.
- Copy of the Tax Residency Certificate for financial year 2026-27 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholders.
- Electronic Form 41 (erstwhile form 10F) can be obtained electronically through the e-filing portal of the income tax website at https://www.incometax.gov.in/iec/foportal.
- Self-declaration by the shareholders of having no permanent establishment in India in accordance with the applicable tax treaty (Not applicable for individual shareholders).
- Self-declaration of beneficial ownership by the non-resident shareholder (Not applicable for individual shareholders).
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholders. It is advisable for non-resident shareholders to consult their tax advisors for appropriate guidance regarding eligibility and documentation under DTAA provisions.

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 393 of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents, if applicable.

C. The aforementioned documents (as mentioned in point A and B above) are required to be shared with the Company / RTA through email at csgexemptforms2627@in.mpms.mufg.com or physical copies be sent to UNIT NAME: Microland Limited MUFG INTIME INDIA PRIVATE LIMITED Address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Tel: +91 810 811 8484 **on or before 5:00 PM IST on Friday, August 14, 2026**. The documents can also be uploaded on the link: https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html **on or before 5:00 PM IST on Friday, August 14, 2026.** Any documents submitted after **5:00 PM IST on Friday, August 14, 2026** will not be considered. We request you to kindly take note accordingly.

D. Shareholders can also check their tax credit in Form 168 (erstwhile 26AS) from the e-filing account at https://www.incometax.gov.in/iec/foportal or "View Your Tax Credit" on https://www.tdscpc.gov.in.

E. Members are requested to address all correspondence, including dividend-related matters, to RTA at:

UNIT NAME: Microland Limited
MUFG INTIME INDIA PRIVATE LIMITED
Address: C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai 400 083.
Tel: +91 810 811 8484
Email: investor.helpdesk@in.mpms.mufg.com

I. The route map for reaching the venue of the Thirty-Seventh Annual General Meeting is provided as **Annexure – IV.**

By the order of the Board of Directors,

For **Microland Limited**

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

Place: London
Date: June 01, 2026

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Annexure - I

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

ITEM NO. 4

The NRC and the Board, after considering the skills, competence and expertise of Mr. Hari Shanker Bhartia (DIN: 00010499) on June 01, 2026 approved and recommended the appointment of Mr. Hari Shanker Bhartia (DIN: 00010499) as Additional (Independent) Director on the Board of your Company pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") and the applicable rules made thereunder, for a period of five years commencing from July 01, 2026 to June 30, 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. Hari Shanker Bhartia (DIN: 00010499) for the office of Director.

The Company has received the following documents from Mr. Hari Shanker Bhartia (DIN: 00010499) (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. Hari Shanker Bhartia (DIN: 00010499) as an Independent Director of the Company for a first term of five years commencing from July 01, 2026 to June 30, 2031. He will not be liable to retire by rotation. Mr. Hari Shanker Bhartia (DIN: 00010499) 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 Board of Directors in accordance with the provisions of the Companies Act, 2013.

In the opinion of the Board of Directors, Mr. Hari Shanker Bhartia (DIN: 00010499) 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. Hari Shanker Bhartia (DIN: 00010499) setting out terms and conditions of appointment is 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 AGM.

Additional details as per Secretarial Standard-2 are given below:

1.	Brief Resume, Qualification, Experience and Expertise	Mr. Hari Shanker Bhartia, is the Founder and Co-Chairman of Jubilant Bhartia Group. He has been on the Board of the Company since January 2009. He is a Chemical Engineering Graduate from the Indian Institute of Technology (IIT), Delhi. With over four decades of experience, Mr. Bhartia is a thought leader in his chosen areas of diverse businesses which include Pharmaceuticals, Life Science Ingredients, Drug Discovery Services, Performance Polymers, Food Service (QSR), Beverages, Automobile Retail and consulting in Aerospace and Oilfield services. He is a former President of the Confederation of Indian Industry (CII) (2010-2011) and a member of several educational, scientific and technological programs of the Government of India. He is a former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur & Indian Institute of Technology (IIT), Kanpur. He is currently Chairman of Board of Governors, Indian Institute of Management (IIM), Visakhapatnam, Chairperson of the Board of Governors at IISER Tirupati, Chairman of CII-Jubilant Food & Agriculture Centre of Excellence and member of Principal's Advisory Board of McGill University. He co-chairs the India–France CEO forum and is also a member of India-USA CEO forum.
2.	Date of Birth & Age	December 12, 1956 and 70 years
3.	Date of first appointment on the Board	July 01, 2026
4.	Terms and conditions of appointment and remuneration payable	Appointment as Independent Director for a period of five years commencing from July 01, 2026 to June 30, 2031, not liable to retire by rotation. Sitting fees for attending Board and Committee meetings, where he is a chairman/member and commission or otherwise, if any, as determined by the Board of Directors.
5.	Shareholding in the Company as on date of notice	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 the annual general meeting	Total number of Board meetings held: NIL Total number of Board meetings attended: NIL

8.	Names of other companies in which the appointee also holds the directorship	1. Jubilant Pharmova Limited 2. Jubilant Ingrevia Limited 3. Jubilant FoodWorks Limited 4. SPR Auto Technologies Limited 5. Jubilant Bhartia Foundation 6. Global Health Limited 7. Meesho Limited 8. Jaytee Private Limited 9. Jubilant Securities Private Limited 10. HSB Trustee Company Private Limited 11. HKB Trustee Company Private Limited 12. HS Trustee Company Private Limited 13. KHB Trustee Company Private Limited 14. Jubilant Enpro Private Limited 15. CSEP Research Foundation 16. Hindustan Coca-Cola Holdings Private Limited 17. Hindustan Coca-Cola Beverages Private Limited
9.	Remuneration last drawn	Not applicable

Memorandum of concern or interest

None of the Directors and Key Managerial Personnel (KMP) of the Company and their relatives, other than Mr. Hari Shanker Bhartia, are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item Number 4 of this Notice.

Accordingly, the Board of Directors recommend the passing of the Ordinary Resolution as set out in Item No.4 of the Notice of AGM for the approval of the members.

Item No. 2

Additional details as per Secretarial Standard-2 are given below:

1.	Brief Resume, Experience and Expertise	Mr. Raja Gopalan served as a Chief Financial Officer of Microland Limited for over 21 years and has an overall 40 years of diversified experience. Prior to joining Microland, he was Director of Finance for the Indian joint venture of a major global software Company. He started his career with an Indian business conglomerate and played multiple roles in finance including areas of M&A, Capital markets, compliances and driving synergies through internal consolidation of businesses. Mr. Raja Gopalan holds a bachelor's degree in commerce and is a certified Chartered Accountant. He was a member of various trade and finance related bodies.
2.	Date of Birth & Age	16th May 1960 and 66 Years
3.	Qualifications	Member of the Institute of Chartered Accountants of India
4.	Date of first appointment on the Board	August 03, 2022
5.	Shareholding in the Company as on 31st March, 2026	NIL
6.	Disclosure of relationship between Directors Inter se, Manager and Key Managerial Personnel (KMP)	None
7.	Number of Board Meetings attended during the year (April 01, 2025 to March 31, 2026)	6
8.	Names of other Companies in which the appointee also holds the Directorship	None
9.	Names of other Companies in which the appointee also holds Membership/Chairmanship of Committees of the Board	None
10.	Terms and Conditions of appointment and details of remuneration sought to be paid	Retires by rotation and being eligible offers himself for reappointment. Sitting fee of attending Board and Committee meetings and other remuneration, if any, as determined by the Board of Directors.
11.	Remuneration last drawn (as on March 31, 2026)	Sitting fee for attending Board and Committee meetings

Form No. MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U85110KA1989PLC014450

Name of the Company: **MICROLAND LIMITED**

Registered Office: 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560 103

Name of the member (s):

Registered address:

E-mail Id:

Folio No. / Client ID / DP ID:

I/We, being the Member(s) of .....shares of the above-named Company, hereby appoint:

1. Name: .....

Address: .....

.....

Email ID: .....

Signature ....., or failing him/her

2. Name: .....

Address: .....

.....

Email ID: .....

Signature .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-Seventh Annual General Meeting of Microland Limited, to be held on Friday, August 28, 2026 at 11:00 AM IST at the registered office of the Company situated at 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560103 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited (standalone and consolidated) financial statements of the Company for the financial year ended March 31, 2026, along with the report of the Board of directors and the auditor's thereon.

2. To appoint a Director in place of Mr. Raja Gopalan (DIN: 08879352), who retires by rotation and being eligible, offers himself for re-appointment.

3. To declare a final dividend of ₹5/- per equity share for the financial year ended March 31, 2026.

Special Business:

4. To approve the appointment of Mr. Hari Shanker Bhartia as an Independent Director of the Company.

Signed this ..... day of ..... 2026.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes. When a member appoints a proxy and both the member and proxy attend the Meeting, the proxy will stand automatically revoked.
3. A proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

ATTENDANCE SLIP

MICROLAND LIMITED
CIN: U85110KA1989PLC014450
Registered Office: 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560 103

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No	
No. of Shares held	
Client ID/DP ID	

Full Name(s) of Member / Joint Members

Sl. No.	Name of Members/ Joint Members

Full Name of the Proxy/ Authorised Representative if attending the meeting: .....

I/We hereby record my/our presence at the Thirty-Seventh Annual General Meeting of the members of Microland Limited to be held on Friday, August 28, 2026 at 11:00 AM IST at the registered office of the Company situated at 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560103.

.....

Signature of the Member / Joint Members / Proxy attending the Meeting / Authorised Representative.

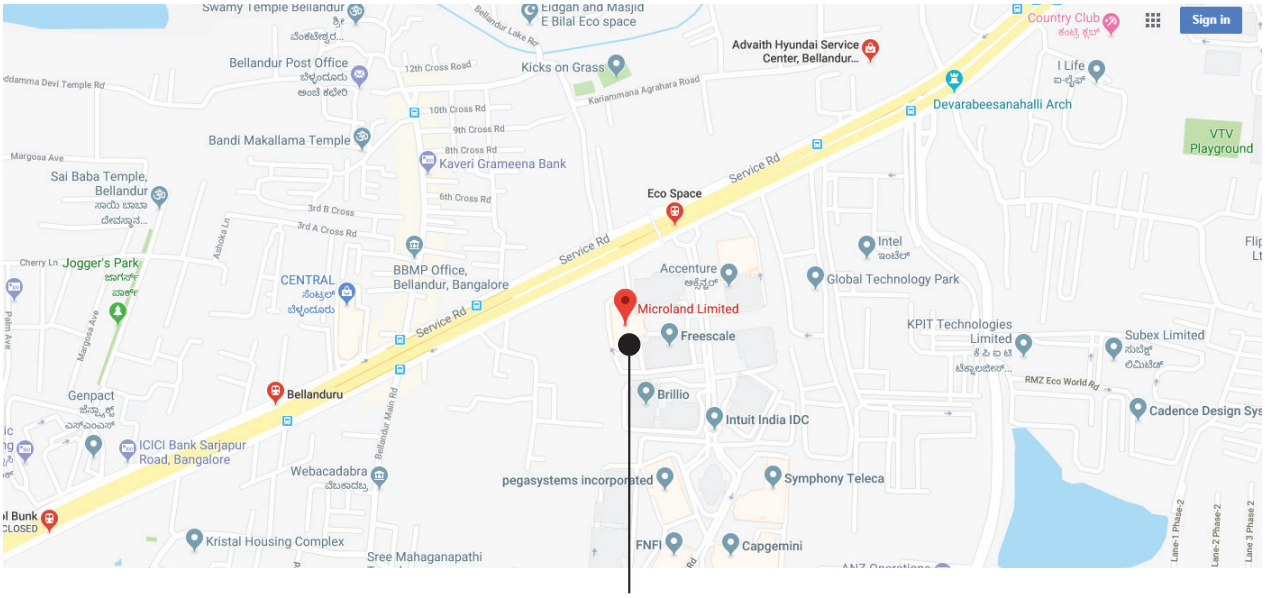
Please complete this attendance slip and hand it over at the entrance of the meeting hall.

MICROLAND LIMITED

CIN: U85110KA1989PLC014450

Registered Office: 1B, Ecospace, Bellandur, Outer Ring Road, Bengaluru – 560 103

Route Map:



MICROLAND office on Bellandur Outer Ring Road