

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 through the process of Postal Ballot for the following:

1. Approval for the appointment of Mr. Abhay Prabhakar Havaladar (DIN 00118280) as an Independent Director of the Company.
2. Approval for the increase in the limits for making investments, extending loans or giving guarantees or providing securities.

The Board of Directors, subject to the approval of the Shareholders of the Company 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 January 30, 2026, appointed J. Sundharesan & Associates, Practicing 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 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 Tuesday, February 24, 2026 and shall end on Wednesday, March 25, 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 Resolutions.

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 Friday, March 27, 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 BUSINESSES:**Item Number 1:****1. APPROVAL FOR THE APPOINTMENT OF MR. ABHAY PRABHAKAR HAVALDAR (DIN 00118280) AS AN INDEPENDENT DIRECTOR - ORDINARY RESOLUTION****To consider and, if thought fit to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** Mr. Abhay Prabhakar Havaladar (DIN 00118280), who was appointed as an Additional (Independent) Director of the Company, with effect from January 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 Act 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. Abhay Prabhakar Havaladar (DIN 00118280), 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 January 01, 2026 to December 31, 2030, 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 Number 2:**2. APPROVAL FOR THE INCREASE IN THE LIMITS FOR MAKING INVESTMENTS, EXTENDING LOANS OR GIVING GUARANTEES OR PROVIDING SECURITIES – SPECIAL RESOLUTION****To consider and, if thought fit to pass the following resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws, such approvals, consents,

sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board') which term shall deem to include, unless the context otherwise requires, any Committee of the Board authorized by the Board to exercise the powers conferred on the Board under this resolution, to (i) give any loan to any person(s) or other body corporate(s); (ii) give any guarantee or provide any security in connection with a loan to any person(s) or other body corporate(s) and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time, as they deem beneficial and in the interest of the Company, however that the aggregate of the loans given, if any and investments so far made in body corporate(s) and the amount for which guarantees or securities, have so far been provided, if any, to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time in future, shall not exceed a sum of Rs. 1,250,00,00,000/- (Rupees One thousand Two Hundred and Fifty Crore only) outstanding at any point of time, which is in excess of the aggregate of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as per the latest audited financial statements of the Company, as prescribed under Section 186 of the Act.

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) be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorizing signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investments, including the, amount and other terms and conditions of such loans, guarantees, securities and investments and varying the same either in part or in full as they may deem appropriate and to negotiate, finalise and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members, and to engage any advisor, consultant, agent or intermediary, as they deem necessary.”

Place: Bengaluru
Date: January 30, 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 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 despatch 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, February 20, 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 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., Wednesday, March 25, 2026, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

11. Resolutions 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 Friday, March 27, 2026 and will also be displayed on the Company website.

Place: Bengaluru
Date: January 30, 2026

**By Order of the Board of Directors,
For Microland Limited**

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

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

Item Number 1:

The NRC and the Board, after considering the skills, competence and expertise of Mr. Abhay Prabhakar Havaladar (DIN 00118280), at their meeting held on October 16, 2025, approved and recommended the appointment of Mr. Abhay Prabhakar Havaladar (DIN 00118280) 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 January 01, 2026 to December 31, 2030, 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. Abhay Prabhakar Havaladar (DIN 00118280) for the office of Director.

The Company has received the following documents from Mr. Abhay Prabhakar Havaladar (DIN 00118280) (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. Abhay Prabhakar Havaladar (DIN 00118280) as an Independent Director of the Company for a first term of five years commencing from January 01, 2026 to December 31, 2030. He will not be liable to retire by rotation. Mr. Abhay Prabhakar Havaladar (DIN 00118280) 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. Abhay Prabhakar Havaladar (DIN 00118280) 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. Abhay Prabhakar Havaladar (DIN 00118280) 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 last date of voting.

Additional details:

1.	Brief Resume, Qualification, Experience and Expertise	Mr. Abhay Prabhakar Havaladar holds 25+ years of investing experience in Global Private Equity and Venture Capital. He also holds 10+ of operating experience in IT industry. Mr. Abhay Prabhakar Havaladar holds board position in many Indian listed and Private Companies. Mr. Abhay Prabhakar Havaladar holds a M.Sc. (Sloan Fellow) in Business Administration and Management, London Business School, 1994. He also holds a degree in Bachelor of Engineering – Electrical from University of Mumbai.
2.	Date of Birth & Age	December 05, 1961 and 64 years
3.	Date of first appointment on the Board	January 01, 2026
4.	Terms and conditions of appointment and remuneration payable	Appointment as Independent Director for a period of five years commencing from January 01, 2026 to December 31, 2030, 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 January 30, 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. United Tele Shopping and Marketing Company Limited 2. Jubilant Foodworks Limited 3. Forty-Two 42 Technology Innovations Private Limited
9.	Remuneration last drawn (as on January 30, 2026)	Sitting fee, as applicable

Accordingly, the Board recommends the resolution as set out in Item No. 1 of this notice for approval of the members of the Company through the Postal Ballot process as an ordinary resolution.

Memorandum of Concern or Interest

None of the Directors and Key Managerial Personnel of the Company and their relatives, other than Mr. Abhay Prabhakar Havaladar (DIN 00118280) are in any way concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item Number 1 of this Notice.

Item Number 2:

The Company has been making investments from time to time, in compliance with the applicable provisions of the Companies Act, 2013 (the Act). As per Section 186(2) of the Act, no company shall directly or indirectly (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Act, where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified under sub-section (2), no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorised by a special resolution passed in a general meeting. Provided that where a loan or guarantee is given or where a security has been provided by a company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by a holding company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the requirement of this sub-section shall not apply.

The Company has not granted loans / provided guarantees or provided securities in connection with loans to any person(s) and bodies corporate(s) as of date.

The shareholders had earlier approved a limit of upto INR 750 crores of (i) giving any loan to any person(s) or other body corporate(s); (ii) giving any guarantee or providing security in connection with a loan to any other body corporate(s) or person(s); and (iii) acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate(s) on December 16, 2023, through postal ballot.

The Company has been generating sufficient funds and would like to invest in securities of the Bodies Corporate and also considering the long-term business plans of the Company, the approval of the Shareholders is being sought under section 186 and other applicable provisions of the Act, to authorise 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) to decide on investing/providing loans/issuing guarantees/securities, if any, to companies, persons or bodies corporate from time to time, upto an overall limit of Rs.1,250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crore Only) which is more than the limits prescribed under section 186 (2) of the Act, as mentioned above.

The Audit Committee and the Board of Directors had approved investments, providing loans / and issuing guarantees / securities, if any to companies, persons or bodies corporate, from time to time, upto an overall limit of Rs.1,250,00,00,000/- (Rupees One Thousand Two Hundred and Fifty Crore Only) at their meeting held on January 28, 2026 and January 30, 2026 respectively and the same are subject to the approval of the Shareholders.

Accordingly, the Board recommends the resolution as set out in Item No. 2 of this notice for approval of the members of the Company through the Postal Ballot process as a special resolution.

Memorandum of Concern or Interest

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution as set out in Item Number 2 of this Notice.

Place: Bengaluru

Date: January 30, 2026

**By Order of the Board of Directors,
For Microland Limited**

Sd/-

Pradeep Kar

Chairman and Managing Director

DIN: 00129501

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. Abhay Prabhakar Havaladar (DIN 00118280) as an Independent Director of the Company.			
2.	Approval for the increase in the limits for making investments, extending loans or giving guarantees or providing securities.			

Place:

Date:

Signature

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 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 Members 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 Wednesday, March 25, 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 Wednesday, March 25, 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 shall be final.