Windlas Biotech Limited

Reg. Off.: 40/1, Mohabewala Industrial Area
Dehradun, Uttarakhand 248 110, India
Tel.:+91-135-6608000-30, Fax:+91-135-6608199

Corp. Off.: 705-706, Vatika Professional Point, Sector-66,
Golf Course Ext. Road, Gurgaon, Haryana 122 001, India
Tel.:+91-124-2821030

CIN-L74899UR2001PLC033407

November 27, 2026

To
Listing / Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

BSE CODE: 543329

To
Listing / Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex
Bandra (E), Mumbai – 400 051

NSE SYMBOL: WINDLAS

Dear Sir/ Madam,

Re: Notice of Postal Ballot

1. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with Schedule III of the said Regulations, please find enclosed herewith a copy of the Notice of Postal Ballot dated November 5, 2026, seeking approval of members of the Company, through Postal Ballot (through remote e-voting only) for appointment of Mr. Aashish Mehra (DIN: 03142813) as Independent Director w.e.f October 12, 2026, Mr. Soni Saran Singh (DIN: 01125022) as Independent Director w.e.f October 12, 2026 and appointment of Mr. Ashok Kumar Windlass as Founder President w.ef November 6, 2026.
2. ln accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA Circulars), the said Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from NSDL and CDSL as on Friday, November 20, 2026 (cut-off date) and who have registered their email addresses with the MUFG Intime India Private Limited, Registrar and Share Transfer Agent of the Company/Depository Participant(s).
3. ln compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with relevant rules made thereunder and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facilities to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.
4. The remote e-voting period in respect of the resolutions mentioned in the Postal Ballot Notice will commence on Sunday, November 29, 2026 from 9.00 A.M. and ends on Monday, December 28, 2026 at 5.00 P.M. The voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date.

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Tel.:+91-124-2821030

CIN-L74899UR2001PLC033407

Submitted for your kind information and record.

Thanking you,

Yours faithfully,

For Windlas Biotech Limited
ANANTA NARAYAN PANDA
2026.11.27 15:12:39 +05'30'
11.0.10

Ananta Narayan Panda
Company Secretary & Compliance Officer

Encl: as above

WINDLAS BIOTECH LIMITED

CIN: L74899UR2001PLC033407
Registered Office: 40/1, Mohabewala Industrial Area, Dehradun, Uttarakhand, 248110
Phone: +91-135-6608000 | Email: grievance@windlasbiotech.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given to the Members of Windlas Biotech Limited ('the Company') that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India ('SS-2') and the Circulars issued by the Ministry of Corporate Affairs('MCA') and pursuant to other applicable laws and regulations, the special business(s), as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means ('remote e-Voting').

The proposed resolution(s) along with the Statement pursuant to Section 102 of the Act, setting out the material facts thereto are annexed herewith.

The Company has appointed M/s Sandeep Joshi & Associates, Company Secretaries, represented by Mr. Sandeep Joshi (Certificate of Practice No. 19210), Practicing Company Secretary, as Scrutiniser for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

In conformity with the applicable provisions of the Act and the Rules made thereunder read with General Circular No(s) 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, and 9/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and the latest one being General Circular No. 03/2025 dated September 22, 2025, issued by the MCA (collectively 'MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), Members can vote only through remote e-Voting, for which purpose, they are requested to carefully read the instructions given in the notes forming part of this Notice.

Remote e-Voting will commence on Sunday, November 29, 2026 from 9.00 A.M. and will end on Monday, December 28, 2026 at 5.00 P.M.

The Company has engaged the services of MUFG Intime India Private Limited ('MIIPL') as the agency to provide remote e-Voting facility.

Based on the Scrutiniser's Report, the Results of Remote e-Voting will be declared by the Chairman of the Company or in his absence, any person authorised by him in writing within 2 (two) working days from the conclusion of the Remote e-Voting period. The results declared along with the Scrutiniser's report shall be placed on the website of the Company at www.windlas.com and on the website of MIIPL at https://instavote.linkintime.co.in/ and shall simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The results of remote e-Voting along with the Scrutiniser's report will also be displayed at the Notice Board at the Registered Office and at the Corporate Office of the Company.

SPECIAL BUSINESS

1. **Appointment of Mr. Aashish Mehra as an Independent Director and in this regard, to consider and if thought fit to pass, the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('the Act'), read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Aashish Mehra (DIN: 03142813) who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years

commencing from October 12, 2026 to October 11, 2031 (both days inclusive), and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, which term shall deem to include any Committee constituted by the Board, be and is hereby authorised to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

2. **Appointment of Mr. Soni Saran Singh as an Independent Director and in this regard, to consider and if thought fit to pass, the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 ('the Act'), read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Soni Saran Singh (DIN: 01125022) who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from October 12, 2026 to October 11, 2031 (both days inclusive), and his office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, which term shall deem to include any Committee constituted by the Board, be and is hereby authorised to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

3. **Appointment of Mr. Ashok Kumar Windlass as Founder President and in this regard, to consider and if thought fit to pass, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) 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 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company, the appointment of Mr. Ashok Kumar Windlass as Founder President of the Company with effect from November 6, 2026, be and is hereby approved at a fixed remuneration of Rs. 1,56,00,000/- (Rupees One Crore Fifty Six Lacs only) per annum.

RESOLVED FURTHER THAT the Board of Directors, which term shall deem to include any Committee constituted by the Board, be and is hereby authorised to do all such acts, deeds, matters and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

CIN: L74899UR2001PLC033407

By Order of the Board
For Windlas Biotech Limited

Sd/-
Ananta Narayan Panda
Company Secretary

Registered Office:
40/1, Mohabewala Industrial Area, Dehradun - 248110, Uttarakhand
Phone: +91-135-6608000
Email Id: grievance@windlasbiotech.com

Date: November 5, 2026
Place: Gurugram

NOTES:

1. The Statement pursuant to Section 102 read with Section 110 of the Act in respect of Item No. 1, 2 and 3 of the Notice set out above, is annexed hereto and forms part of this Notice.
2. In conformity with the applicable provisions of the Act, the Rules made thereunder and MCA Circulars, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') ('Depositories') as on Friday, November 20, 2026, ('cut-off date') and who have registered their e-mail addresses with MUFG Intime India Private Limited (MIIPL), Registrar and Share Transfer Agent (RTA) of the Company or the Depositories. Members who may not have received this Notice due to non-registration of their e-mail Id with the Company's RTA/Depositories shall be entitled to vote in accordance with the process given in this Notice. In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with. Accordingly, the Company has not despatched physical copies of Notice of Postal Ballot and Postal Ballot Form to any Member. Despatch shall be deemed to be completed on the day on which MIIPL sends out communication for Postal Ballot by e-mail to the Members of the Company.
3. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has availed the service of MUFG Intime India Private Limited (MIIPL), Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically.

   The Notice of Postal Ballot is available on the website of the Company at www.windlas.com and on the website of MIIPL at https://instavote.linkintime.co.in/ and on the website of BSE at www.bseindia.com and on the website of NSE at www.nseindia.com.

   Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, November 20, 2026 and only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date should treat the Notice for information purpose only.
4. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members of the Company in respect of the resolution(s) contained in the Notice of Postal Ballot dated November 5, 2026 is being taken through remote e-Voting only.
5. All the material documents referred to in the Notice and Explanatory Statement will be available for inspection in electronic mode upto the last date specified for casting vote through Remote e-Voting. Members seeking to inspect such documents can send e-mail to grievance@windlasbiotech.com mentioning their name, DP ID and Client ID and the documents they wish to inspect with a self-attested copy of their PAN Card attached to the email.
6. The Scrutiniser's decision on the validity of the votes cast through Postal Ballot will be final. Voting Right in the Postal Ballot can not be exercised by proxy.
7. The results of the Postal Ballot shall be declared within 2 (two) working days from the conclusion of remote e-Voting i.e on or before Wednesday, December 30, 2026. The resolutions set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. on December 28, 2026.
8. The declared results along with the Report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e., www.windlas.com and website of MIIPL at https://instavote.linkintime.co.in/.
9. REMOTE E-VOTING PROCEDURE:

   PROCEDURE FOR REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

   In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

   Login method for Individual shareholders holding securities in demat mode:

   Individual Shareholders holding securities in demat mode with NSDL

   METHOD 1 - NSDL OTP based login

   a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

   b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: http://web.cdslindia.com/myeasitoken/Home/EasiRegistration/https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
   - Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Login type	Helpdesk details
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.co.in or call at : 022 - 4886 7000
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 22 55 33

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

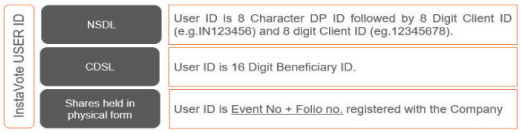
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Further Click on "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".



In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

The Board of Directors vide its circular by resolution dated October 12, 2026, had appointed Mr. Aashish Mehra as an Additional Director/Independent Director for a term of 5 (five) years from October 12, 2026 to October 11, 2031.

Mr. Aashish Mehra is Chief Business Officer at MarketsandMarkets Research Private Limited, where he is part of the senior leadership team driving the firm's growth and transformation, working closely with CXOs of leading global corporations on growth strategy, new markets, innovation and strategic investment priorities. He brings over two decades of strategy, consulting and business leadership experience, with particularly deep exposure to the pharmaceutical and life sciences industry. Prior to MarketsandMarkets, he was a Partner at PwC Strategy& (formerly Booz & Company), where he led the Life Sciences practice, and earlier spent over a decade with Strategic Decisions Group (SDG), where he co-led its India and Asia-Pacific business. Over his career, he has advised pharmaceutical and healthcare companies across India, the US, Europe and Asia on growth strategy, market entry, portfolio strategy, M&A and due diligence, licensing, product and company valuation, market access, and manufacturing and sourcing strategies, including the evolving contract manufacturing/CDMO ecosystem. He has worked extensively with CXOs, promoters and Boards on significant strategic and capital-allocation decisions.

Mr. Aashish Mehra is eligible for appointment as an Independent Director and is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other such statutory authority.

The Company has received from Mr. Aashish Mehra all necessary statutory disclosures /declarations including declaration under Section 149 read with Schedule IV and section 152 of the Act confirming the satisfaction of all the conditions specified in the Act and the rules made thereunder for such appointment as an Independent Director and that he is independent of the management.

Based on the recommendation of the Nomination and

Remuneration Committee and considering Mr. Aashish Mehra's extensive experience, consent, disclosure of interest, and declarations provided by him, the Board of Directors recommends the appointment of Mr. Aashish Mehra as an Independent Director of the Company for a term of five (5) consecutive years commencing from October 12, 2026 up to October 11, 2031, and is of the opinion that such appointment would be in the best interest of the Company. Accordingly, the proposal is being presented for the approval of the Members by way of Special Resolution as set out in the accompanying Notice.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Listed Entity shall obtain approval of Shareholders for appointment/re-appointment of Mr. Aashish Mehra last the next General Meeting or within a period of three months form the date of appointment, whichever is earlier.

Except as disclosed in Annexure I, Mr. Aashish Mehra, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

Item No.2

The Board of Directors vide its circular by resolution dated October 12, 2026, had appointed Mr. Soni Saran Singh as an Additional Director/Independent Director for a term of 5 (five) years from October 12, 2026 to October 11, 2031.

Mr. Soni Saran Singh is a distinguished entrepreneur and business leader with over three decades of experience in the electronics manufacturing and technology sectors. He is the Founder, Managing Director & CEO of NMTronics India Pvt. Limited and its affiliated entities across India, Singapore, and the UAE. He has played a pioneering role in the development of India's electronics manufacturing ecosystem and has been instrumental in introducing and promoting advanced manufacturing technologies, including Surface Mount Technology (SMT), industrial automation, robotics, renewable energy manufacturing, and smart manufacturing solutions. His extensive experience in business strategy, technology adoption, operations management, and industry development has contributed significantly to the growth of high-tech manufacturing in India.

Mr. Soni Saran Singh is eligible for appointment as an Independent Director and is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other such statutory authority.

The Company has received from Mr. Soni Saran Singh all necessary statutory disclosures /declarations including declaration under Section 149 read with Schedule IV and section 152 of the Act confirming the satisfaction of all the conditions specified in the Act and the rules made thereunder for such appointment as an Independent Director and that he is independent of the management.

Based on the recommendation of the Nomination and Remuneration Committee and considering Mr. Soni Saran Singh's extensive experience, consent, disclosure of interest, and declarations provided by him, the Board of Directors recommends the appointment of Mr. Soni Saran Singh as an Independent Director of the Company for a term of five (5) consecutive years commencing from October 12, 2026 up to October 11, 2031, and is of the opinion that such appointment would be in the best interest of the Company. Accordingly, the proposal is being presented for the approval of the Members by way of Special Resolution as set out in the accompanying Notice.

In terms of Regulation 17(1C) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Listed Entity shall obtain approval of Shareholders for appointment/re-appointment of Mr. Soni Saran Singh last the next General Meeting or within a period of three months form the date of appointment, whichever is earlier.

Except as disclosed in Annexure I, Mr. Soni Saran Singh, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution as set out in this Notice.

Item No.3

Mr. Ashok Kumar Windlass (DIN: 00011451), Promoter and Founder of the Company aged about 76 years, holds a diploma in Civil Engineering from Government Polytechnic, Ambala City. With an extensive career spanning over 56 years in the manufacturing and pharmaceutical industries in India, he has played a pivotal role in the Company's growth and development. He was appointed as Managing Director on April 1, 2001, and later took on the role of Whole-time Director on May 3, 2021. Mr. Ashok Kumar Windlass has made valuable contributions across key functions including administration, legal, and engineering. In recognition of his outstanding service, he was awarded the Uttarakhand Ratan at the 38th Annual All India Conference of Intellectuals in 2018.

Mr. Ashok Kumar Windlass, resigned from the position of Whole-time Director and Directorship of the Company from November 5, 2026, as part of Company's succession plan. The Board of Directors in its meeting held on November 5, 2026, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, has appointed Mr. Ashok Kumar Windlass as the Founder President of the Company with effect from November 6, 2026, considering his invaluable contribution to the Company and the importance of retaining his extensive institutional knowledge, strategic insight, industry expertise, and leadership guidance at a

fixed remuneration of Rs. 1,56,00,000/- (Rupees One Crore Fifty Six Lacs only) per annum without any increase over the last remuneration drawn by him.

Mr. Ashok Kumar Windlass is the father of Mr. Hitesh Windlass, Managing Director of the Company, and Mr. Manoj Kumar Windlass, Joint Managing Director of the Company. Mrs. Prachi Jain Windlass, Non-Executive Director is the daughter in law of Mr. Ashok Kumar Windlass. Hence, Mr. Ashok Kumar Windlass being relative is a related party in terms of Section 2(76) of the Companies Act, 2013 (the Act). Accordingly, as per the provisions of Section 188(1)(f) of the Act and Rules made thereunder, prior approval of the Company by a resolution is required, where a Director or relative of a Director is appointed to an office or a place of profit in the Company and the remuneration payable exceeds Rs. 2.5 Lac per month.

The statement of disclosures as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended is given below:

a. Name of the related party: Mr. Ashok Kumar Windlass
b. Name of the Director or Key Managerial Person who is related: Mr. Hitesh Windlass, Managing Director, Mr. Manoj Kumar Windlass, Joint Managing Director and Mrs. Prachi Jain Windlass, Non-Executive Director of the Company
c. Nature of relationship: Mr. Ashok Kumar Windlass is the father of Mr. Hitesh Windlass, Managing Director, and Mr. Manoj Kumar Windlass, Joint Managing Director of the Company. Mrs. Prachi Jain Windlass, Non-Executive Director is the daughter in law of Mr. Ashok Kumar Windlass.
d. Nature, material terms of contract or arrangement and monetary value: Mr. Ashok Kumar Windlass is proposed to be appointed as Founder President of the Company, w.e.f. November 6, 2026 at a fixed remuneration of Rs. 1,56,00,000/- (Rupees One Crore Fifty Six Lacs only) per annum without any increase over the last remuneration drawn by him.
e. Justification: The proposed remuneration payable to Mr. Ashok Kumar Windlass is commensurate with his experience and qualifications.

The Board recommends the aforesaid Ordinary Resolution for approval by the Members.

Except Mr. Hitesh Windlass, Managing Director, Mr. Manoj Kumar Windlass, Joint Managing Director and Mrs. Prachi Jain Windlass, Non-Executive Director and their relatives 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 is concerned or interested, financially or otherwise, in the aforesaid Resolution.

CIN: L74899UR2001PLC033407

By Order of the Board
For Windlas Biotech Limited

Sd/-
Ananta Narayan Panda
Company Secretary

Registered Office:
40/1, Mohabewala Industrial Area, Dehradun - 248110, Uttarakhand
Phone: +91-135-6608000
Email Id: grievance@windlasbiotech.com

Date: November 5, 2026
Place: Gurugram

ANNEXURE I

ADDITIONAL DISCLOSURES

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meeting]

Name of Director	Mr. Aashish Mehra	Mr. Soni Saran Singh
DIN	03142813	01125022
Age	49	59
Nationality	Indian	Indian
Date of First Appointment on the Board	October 12, 2026	October 12, 2026
Qualification	B.Tech. Degree in Manufacturing Science and Engineering from IIT, Delhi and P.G. Diploma in Computer-Aided Management from IIM, Calcutta.	B.Sc. Degree in Mechanical Engineering from The Aligarh Muslim University and P.G. Diploma in Marketing Management from Institute of Marketing & Management, New Delhi.
Expertise in Specific Functional Areas	He has extensive experience and expertise in strategy, operations, marketing ,innovations and strategic investments. Please refer to the Explanatory Statement regarding Information about the Appointee.	He has extensive experience and expertise in strategy, operations and business administration. Please refer to the Explanatory Statement regarding Information about the Appointee.
Profile	As set out in the Item No. 1 of the Explanatory Statement.	As set out in the Item No. 2 of the Explanatory Statement.
Directorship in Other Companies	None	a) NMTronics (India) Private Limited b) NMT Automation & Services Private Limited c) Nextgen Manufacturing Technologies Private Limited d) Inetest Technologies India Private Limited e) Heller Thermal Systems Private Limited f) Samavridhi Consultancy Private Limited g) Secote India Private Limited h) Nide India Private Limited i) NMTronics-Fzco, Dubai j) Global Technosoft Pte. Ltd., Singapore
Name of the Listed Companies from which the Director has resigned in the past 3 years	None	None
Membership/ Chairmanship of Committees in other Companies	None	None
Number of Board Meetings attended Inter-se Relationship with other Directors/ KMP	FY 2026-27 (till the date of this Postal Ballot Notice): 1 out of 4 None	FY 2026-27 (till the date of this Postal Ballot Notice): 1 out of 4 None
Terms and Conditions of Appointment	As set out in the Resolution No. 1 of this Notice	As set out in the Resolution No. 2 of this Notice
Details of Remuneration last drawn	N.A.	N.A.
Details of Remuneration sought to be paid	Sitting fees will be paid to Mr. Aashish Mehra as approved by the Board.	Sitting fees will be paid to Mr. Soni Saran Singh as approved by the Board.
No of shares held Own For other persons on a beneficial basis	Nil	Nil