Ceigall
PURSUIT WITH EXCELLENCE
(As ISO : 9001-2008 Certified Company)
CIN-L45201PB2002PLC025257

Date: 23-11-2026

To, The General Manager, Department of Corporate Services, BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400001 **Scrip Code: 544223** **ISIN: INE0AG901020**	To, Manager-Listing Compliance, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400051 **Symbol: CEIGALL** **ISIN: INE0AG901020**

Subject: - Notice of Postal Ballot

Dear Sir/Ma'am,

In continuation of our letter dated November 05, 2026 and in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith a copy of Notice of Postal Ballot dated November 05, 2026 along with the explanatory statement, seeking approval of the members of the Company on the resolutions as specified in the notice, by way of remote e-voting process ("e-voting") in compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") in this regard.

Notice of Postal Ballot is being sent only through electronic mode to all the members whose name appear in the Register of Members/ Register of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are available with Company/RTA as on Tuesday, November 17, 2026 ("Cut-off date").

The Company has engaged Central Depository Services (India) Limited (**"CDSL"**) as the agency for providing e-voting facility: -

Commencement of e-voting period	09:00 a.m. (IST) on Wednesday, November 25, 2026
Conclusion of e-voting period	05:00 p.m. (IST) on Thursday, December 24, 2026

The Notice will also be placed on the website of the Company at www.ceigall.com and on the website of CDSL at www.evotingindia.com.

The results of the Postal Ballot will be announced within two working days from the conclusion of the remote e-voting.

The above intimation is also available on the Company's website at www.ceigall.com.

You are requested to take the above information on your record.

Thanking you,
For **Ceigall India Limited**

Megha Kainth
Digitally signed by Megha Kainth
Date: 2026.11.23 18:11:02 +05'30'

Megha Kainth
Company Secretary& Compliance Officer
M. No: F7639

PURSUIT WITH EXCELLENCE
(As ISO : 9001-2008 Certified Company)
CIN-L45201PB2002PLC025257

CEIGALL INDIA LIMITED

CIN: L45201PB2002PLC025257
Registered Office: A-898, Tagore Nagar, Ludhiana, Punjab, 141001
Telephone: +91-161-4623666
Corporate Office: Plot No. 70, Institutional Area, Sector-32, Gurugram-122001, Haryana, India.
Tele: 0124-4206978; Website: www.ceigall.com ; E-mail ID: secretarial@ceigall.com

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NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **"Act"**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **"Management Rules"**), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and any other applicable provisions of the Act and the rules made thereunder, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the subsequent Circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 and other relevant and applicable circulars issued by the Ministry of Corporate Affairs (the **"MCA Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the **"SEBI Listing Regulations"**) and other applicable provisions, if any, of the SEBI Listing Regulations, for the time being in force and as amended from time-to-time read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 (the **"SEBI Circular"**) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the **"SS-2"**), and in compliance with the aforesaid provisions, the resolutions set-out below are proposed to be passed through Postal Ballot by way of voting through electronic means only (the **"e-voting"**).

The Company has engaged Central Depository Services (India) Limited (**"CDSL"**) as the agency for providing the remote e-voting facility to its Members. The remote e-voting schedule is set out below:-

Commencement of e-voting period	09:00 a.m. (IST) on Wednesday, November 25, 2026
Conclusion of e-voting period	05:00 p.m. (IST) on Thursday, December 24, 2026
Cut-off date for eligibility to vote	Tuesday, November 17, 2026

The e-voting facility will be disabled by CDSL immediately after 05:00 p.m. (IST) on Thursday, December 24, 2026, and will be disallowed thereafter.

Members are requested to peruse the proposed resolutions along with the explanatory statement, carefully read the instructions in the notes to this Notice and cast their vote electronically by indicating **Assent (For)** or **Dissent (Against)** for the said resolutions.

Pursuant to Rule 22(5) of the Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company, at its meeting held on November 05, 2026, have appointed M/s. Sharma and Trivedi LLP, Practicing Company Secretaries Firm (LLPIN: AAW-6850), as the Scrutinizer to scrutinize the Postal Ballot process through remote e-voting in a fair and transparent manner. The Scrutinizers' decision on the validity of the votes shall be final.

Upon completion of the scrutiny of e-voting, the Scrutinizer will submit a report to the Chairman (the **"Chairman"**) or to any other person of the Company duly authorised by the Chairman in this regard, who shall countersign the same. The result of the e-voting shall be intimated to BSE Limited and National Stock Exchange of India Limited, where the Company's designated securities are listed

within a period of two working days from the conclusion of the e-voting. The results will also be displayed at the Notice Board of the Registered Office and Corporate Office of the Company and uploaded on the Company's website at www.ceigall.com and CDSL's website at www.evotingindia.com.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Thursday, December 24, 2026, being the last date of the remote e-voting period, in accordance with the provisions of the Act and the Rules made thereunder.

SPECIAL BUSINESSES:

ITEM NO. 1: APPROVAL FOR RAISING OF CAPITAL THROUGH ISSUANCE OF SECURITIES BY WAY OF ONE OR MORE PERMISSIBLE MODES

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 41, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**the Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Issue of Global Depository Receipts) Rules, 2014, and other rules and regulations framed thereunder (each as amended), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), the uniform listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of Rs. 5 each of the Company ("**Equity Shares**") are listed, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended ("**FCCB Scheme**"), the Depository Receipts Scheme, 2014, as amended, the Framework for Issue of Depository Receipts dated October 10, 2019 issued by the Securities and Exchange Board of India, as amended (together, the "**DR Scheme**"), the Foreign Exchange Management Act, 1999, as amended ("**FEMA**"), the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, as amended, the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**"), each as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**") (each including any amendments, statutory modification(s) and/or reenactment thereof), and all other applicable statutes, rules, regulations, directions, guidelines, notifications, circulars and clarifications, as may be applicable and amended from time to time, issued by the GOI, Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**", together with BSE, the "**Stock Exchanges**"), Registrar of Companies, Punjab and Chandigarh at Chandigarh ("**ROC**") and/or any other regulatory/statutory authorities, in India or abroad from time to time, to the extent applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and such approvals, permits, consents and sanctions, if any, of any regulatory/statutory authorities and directions, guidelines and clarifications issued thereon from time to time and such conditions and modifications as may be prescribed by any of such authorities while granting such approvals, permits, consents and sanctions, which may be agreed to by the board of directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), and subject to

any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent, authority and approval of the members be and is hereby accorded to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law), such number of Equity Shares (whether fully or partly paid-up) and/ or other securities including securities convertible into Equity Shares (including warrants, fully convertible debentures / preference shares, partly convertible debentures / preference shares, optionally convertible debentures / preference shares or otherwise), non-convertible debentures with or without warrants (entitling the warrant holder(s) to apply for Equity Shares and/or any other eligible securities of the Company), redeemable preference shares, global depository receipts ("**GDRs**"), American depository receipts ("**ADRs**") or foreign currency convertible bonds ("**FCCBs**"), foreign currency exchangeable bonds ("**FCEBs**") or any security whether convertible into Equity Shares or not (hereinafter referred to as "**Securities**"), or any combination thereof, for an aggregate amount up to Rs. 1,000 crore (Rupees One Thousand crore only) or an equivalent amount thereof (inclusive of share premium) in one or more tranches, whether Rupee denominated or denominated in foreign currency, at such price or prices (including discount, if any) and on such other terms as may be determined by the Board in course of domestic and/or international offering(s) in one or more foreign markets, by way of public issue including through a further public offer ("**FPO**"), qualified institution placement(s) ('**QIP**') or other private placements, offshore offerings or through any other permissible mode, in one or more tranches and/ or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including institutional investors (including but not limited to qualified institutional buyers ("**QIBs**"), foreign portfolio investors, alternate investment funds, mutual funds, venture capital funds, multilateral financial institutions, insurance companies, banks and pension funds), non-institutional investors, retail investors, Hindu undivided families and/ or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company through prospectus, offer document, offering circular, placement document, private placement cum application form and/or other offering document, letter or circular as may be deemed appropriate, in such manner and on terms and conditions (including terms of the issuance, security, price (whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority), reservation, oversubscription, etc.), in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (such issuance, offer and allotment, the "**Issue**") considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue (as may be required) and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolution:

a. the Securities proposed to be issued, offered and allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws, to the extent applicable;

b. the Equity Shares so allotted shall be subject to the provisions of the Memorandum and Articles of Association and rank *pari passu,* in all respects with the existing Equity Shares of the Company including voting rights and all other rights, including in respect of dividend, however, in case of any partly paid-up Equity Shares issued pursuant to a FPO, such partly-paid up Equity Shares, shall, upon being fully paid up, rank pari passu in all respects with the existing Equity Shares of the Company including voting rights and all other rights, including in respect of dividend, subject to applicable law; and

c. the number and/or price of the Equity Shares to be issued on conversion of Securities convertible into or exchangeable with Equity Shares shall be as determined by the Board and appropriately adjusted for corporate actions such as bonus issue, rights issue, stock consolidation, merger,

demerger, amalgamation, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of equity shares by way of capitalization of profits or reserves or any such capital or corporate re-organisation or restructuring undertaken by the Company.

RESOLVED FURTHER THAT in addition to the above, in the event the issue and allotment of eligible Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as "**Eligible Securities**" within the meaning of the SEBI ICDR Regulations):

a. the allotment of Eligible Securities shall only be to QIBs as defined under Regulation 2(1)(ss) read with Regulation 179(2)(b) of the SEBI ICDR Regulations;

b. the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within a period of 365 days from the date of passing of this Special Resolution by the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations, the Act, and/or applicable law, from time to time;

c. the equity securities to be offered and allotted under the QIP shall be in dematerialized form and shall be allotted as fully paid up securities;

d. the Eligible Securities allotted pursuant to QIP shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognised stock exchange or in any other manner as may be permitted from time to time under the SEBI ICDR Regulations;

e. no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations. It is clarified that the QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee.

f. the Eligible Securities to be issued shall be listed on the Stock Exchanges, where the existing securities of the Company are listed;

g. the tenure of the convertible Eligible Securities issued through QIP shall not exceed 60 months or such other period permitted under law, from the date of allotment;

h. minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs, in accordance with the SEBI ICDR Regulations;

i. the '**Relevant Date**' for the purpose of pricing of the Eligible Securities to be issued and allotted in the proposed QIP shall be (i) in case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the QIP, and (ii) in case of allotment of convertible Eligible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Eligible Securities or the date on which the holders of such convertible Eligible Securities become entitled to apply for the equity shares, as may be decided by the Board in its absolute discretion;

j. any issue of Eligible Securities shall be at such price which is not less than the price determined in accordance with Regulation 176 of the SEBI ICDR Regulations and other applicable law (the "**QIP Floor Price**"). The Board may in its discretion, in accordance with applicable law and in consultation with the lead managers appointed for the QIP, also offer a discount of not more than 5%, or such percentage as permitted under SEBI ICDR Regulations and other applicable law, on the QIP Floor Price;

k. no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;

l. the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the prior QIP made pursuant to one or more Special Resolution(s); and

m. a credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized (if so required).

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorized on behalf of the Company to seek approval for listing of any or all of such Securities or Equity Shares, as the case may be, on one or more Stock Exchanges.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/ Stock Exchanges where the Securities or Equity Shares are listed or such other appropriate authorities, at the time of according/granting their approvals to issue, allotment and listing of such Securities or Equity Shares thereof, where applicable, in accordance with the applicable law, and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulator (including any conditions prescribed therein), the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT in case of an allotment of Securities by way of a FPO in terms of Chapter IV of the SEBI ICDR Regulations and other applicable laws:

a. The Company may determine the price of the Securities, and in case of convertible securities, the coupon rate and conversion price in consultation with the book running lead managers or by way of a book building process, for cash at par or at such premium or discount per Security as allowed under the applicable laws, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other applicable laws, if any, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the book running lead managers and / or underwriters and / or the stabilizing agent and / or other advisors or such persons appointed for the FPO;

b. the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to any category(ies) of persons permitted under applicable laws, including without limitation, eligible employees of the Company or to provide a discount to the offer price to retail individual bidders or eligible employees; and to take any and all actions in connection with any reservation or discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;

c. the Securities allotted pursuant to the FPO shall be listed on the Stock Exchanges.

RESOLVED FURTHER THAT in case of an issue and allotment of Securities under the FCCB Scheme, the DR Scheme, Foreign Exchange Management (Debt Instruments) Regulations, 2019, RBI Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations or other applicable laws, each as amended from time to time, the FCCBs, GDRs, ADRs, foreign currency exchangeable bonds, or such other Securities to be created, offered, issued, and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company in respect of or upon conversion of such Securities shall rank pari passu in all respects with the existing Equity Shares of the Company, except as may be provided otherwise under the terms of issue/offering and in the offer document / offering circular. The Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon issuance / conversion of the FCCBs, GDRs, ADRs, foreign currency exchangeable bonds, or such other Securities, as may be necessary. Further, the Board be and is hereby authorized to decide upon, at its discretion, the facilitation of an exit by any current or future holder of Equity Shares through the issue of GDRs/ADRs, and a transfer of Equity Shares by any current or future holder of a Equity Share to a foreign depository for the purpose of issue of GDRs/ADRs, pursuant to a sponsored depository receipt program to the extent permitted under applicable laws, through transactions permitted under applicable law (including without limitation on a recognized stock exchange, in bilateral transactions or by tendering through a public platform), where such GDRs/ADRs may be issued by the foreign depository and offered and sold in one or more transactions/tranches by way of a private placement, public offering or in any other manner permitted in a permissible jurisdiction, at such price or prices, at a discount or premium to market price or prices, each as permitted under applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/ engage book running lead manager(s), underwriters, intermediaries, depositories, custodians, registrars, bankers, escrow bank/agents, banker to the issue, industry agency, monitoring agency, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, and all such persons/agencies as are or may be required to be appointed, involved or concerned in such Issue and to remunerate them by way of commission, brokerage, fees or the like, to reimburse them for out of pocket expenses incurred by them and to negotiate, finalise, approve and execute all such arrangements, agreements, memoranda, documents, appointment / fee letters, power of attorneys, etc. or any modification or amendment thereto with such persons/agencies in connection with their appointments.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the proposed issuance, including negotiate, modify, finalise, approve, ratify, sign, execute, register, deliver and/or issue including sign any declarations required in connection with the draft prospectus, prospectus, draft offer document, offer document, offering circular, preliminary placement document, placement document, private placement cum application form, information memorandum, letter of offer and/or other offering document, letter or circular as may be deemed appropriate (including, in each instance, any addenda or corrigenda thereto), term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement, agency agreement, monitoring agency agreement, ad agency agreement, banker to the issue agreement, agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, undertakings, power of attorney, applications (including, in each instance, any addenda or corrigenda thereto), as applicable (including those to be filed (in draft or final form) with any Indian or foreign regulatory authority or Stock Exchanges, if any) (the

"**Transaction Documents**") (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, applications, undertakings, letters and writings required in connection with, or ancillary to, the Transaction Documents (the "**Ancillary Documents**") as may be necessary or required for the aforesaid purpose including to sign and/ or dispatch all forms, filings, documents and notices to be signed, submitted and/ or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to take all such actions and do all such acts, deeds, actions, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and/or international markets and proportion thereof, issue price / conversion price, premium and discounts permitted under applicable laws, rate of interest, coupon rate, timing for issuance of such Securities, use of proceeds, reservation, oversubscription, etc and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, seek listing of any or all of such Securities on the Stock Exchanges in India and in case of GDRs or ADRs internationally, to open such bank accounts, including escrow accounts, share/securities accounts, custodian accounts in India or abroad as required, in accordance with applicable law, to seek by making requisite applications as may be required, any approval, consent or waiver from the Company's lenders and/or any third parties (including industry data providers, customers, suppliers) with whom the Company has entered into various commercial and other agreements, and/or any/all concerned government, statutory and regulatory authorities, and/or any other approvals, consents or waivers that may be required, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by any appropriate authority, and to finalise, approve and issue any document(s) or agreements including but not limited to prospectus and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise with regard to the issue, offer or allotment of Securities and take all such steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion, deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to open one or more bank accounts or share escrow account in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred by this resolution herein to any committee of directors or any director(s) or officer(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may consider necessary, desirable or expedient and deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, and/or any of the Key Managerial Personnel of the Company for the time being, be and are hereby severally authorized to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard including but not limited to the delegation of powers

to any director or committee of directors or any others person as it may deem fit subject to the provisions of the Act, as amended."

ITEM NO. 2: APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s), amendments or re-enactment thereof for the time being in force), each as amended (collectively referred to as "**the Act**") and further subject to any other laws and regulations, and the provisions of the Articles of Association of the Company as amended from time to time ("**Articles of Association**"), the consent and approval of the Members be and is hereby accorded to increase the authorised share capital of the Company from the existing Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crore Only) divided into 22,00,00,000 (Twenty-Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation and addition of 2,00,00,000 (Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each, ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT consequently, pursuant to Sections 13, 61 and 64 and other applicable provisions of the Act, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crore Only) divided into 22,00,00,000 (Twenty-Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT new equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company and that all the provisions contained in the Memorandum of Association and Articles of Association of the Company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new equity shares as they are applicable to the already issued equity shares.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such other acts, deeds and things as may be necessary or desirable and to sign, execute any application, undertaking or confirmation required to be provided to the Registrar of Companies, Punjab and Chandigarh at Chandigarh, in this regard, or to give full effect to the abovementioned resolutions."

ITEM NO. 3: TO APPROVE SALE, TRANSFER OR DISPOSAL OF ASSETS HELD BY MATERIAL SUBSIDIARY OF THE COMPANY

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 24(6) and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to other applicable provisions of the Companies Act, 2013 (the "Companies Act"), if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the memorandum and articles of association of the Company and subject to requisite statutory/ regulatory and other appropriate approvals, if any, as may be required, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the

Board" which term shall include any Committee of Directors constituted by the Board) and/or the Board of Material Subsidiary, to divest by way of sale or transfer or otherwise dispose one or more of the whole or substantially the whole of the assets / undertaking of the material subsidiary company of the Company viz. Ceigall Infra Projects Private Limited, amounting to more than twenty percent (20%) of the assets of the material subsidiary on an aggregate basis, present or future, during a financial year, in favour of potential investors / buyers / any third party/ies and/or in which the investment of the material subsidiary company exceeds twenty percent (20%) of its net worth as per the audited balance sheet of the preceding financial year of the Company.

RESOLVED FURTHER THAT the Board and/or the boards of the material subsidiary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called and to do all acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company or the material subsidiary or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect."

ITEM NO. 4: ADVANCING/GRANTING ANY LOAN, GIVING ANY GUARANTEE AND/OR PROVIDING ANY SECURITY TO ENTITY /IES / PERSON(S) SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) and subject to such approvals and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), to give any loan(s) in one or more tranches including loan represented by way of book debt to, and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any financial assistance/facility/loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person / as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person / Banks / Financial Institution as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter referred to as the "Entities"); provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed Rs. 5,000 Crores (Rupees Five Thousand Crores only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower(s) for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all such steps including negotiating, finalising and agreeing to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and generally to do all such acts, deeds, things and matters as may be considered necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard."

ITEM NO. 5: ADVANCING/GRANTING ANY LOAN, GIVING ANY GUARANTEE AND/OR PROVIDING ANY SECURITY TO CEIGALL BATHINDA DABWALI HIGHWAYS PRIVATE LIMITED

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, 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 include any Committee thereof or any person(s) authorised by the Board), to advance any loan(s), including loan(s) represented by way of book debt, and/or provide any guarantee(s) and/or security(ies) in connection with any loan(s) or financial assistance availed or to be availed by Ceigall Bathinda Dabwali Highways Private Limited**,** a step-down subsidiary company of the Company and being an entity in which Mr. Ramneek Sehgal, Managing Director, Mrs. Gurpreet Kaur, Director, and Mr. Arun Goyal, Director, are deemed to be interested within the meaning of Section 185(2) of the Companies Act, 2013, for an aggregate amount not exceeding Rs. 293.51 Crores (Rupees Two Hundred and Ninety-Three crores and Fifty-One Lacs only) at any point of time.

RESOLVED FURTHER THAT the aforesaid loan(s), guarantee(s) and/or security(ies) shall be utilised by Ceigall Bathinda Dabwali Highways Private Limited solely for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to negotiate, finalise and determine the terms and conditions of such loan(s), guarantee(s) and/or security(ies), and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including settling any question, difficulty or doubt that may arise in this regard."

ITEM NO. 6: APPOINTMENT OF MR. CHANDAN SINGH (DIN: 10901481) AS A DIRECTOR/WHOLE TIME DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 **('the Act')** and the Rules made thereunder read with Regulation 17(1C) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **('SEBI Listing Regulations')** [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force], the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Chandan Singh (DIN: 10901481), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 05, 2026 and in respect of whom the Company has received a

notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152, 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Act and the Rules made thereunder and the applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Chandan Singh (DIN: 10901481) as a Whole Time Director (designated as Director – Strategy & Corporate Affairs) of the Company for a period of 3 years, to hold office from November 05, 2026 to November 04, 2029, on the terms and conditions including remuneration as set out in the statement under pursuant to section 102(1) of the Act annexed to this Notice.

RESOLVED FURTHER THAT pursuant to Section 197 and all other applicable provisions of Schedule V to the Act and subject to such statutory approvals as may be required, the remuneration as set out in the said Statement be paid as minimum remuneration to Mr. Chandan Singh (DIN: 10901481), notwithstanding that in any financial year during his tenure of appointment as Whole time Director, the Company has made no profits or profits are inadequate, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of appointment of the appointee including relating to remuneration, as it may at its sole discretion, deem fit, from time to time provided that the remuneration is in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, expedient or desirable and to settle any question or difficulties or doubts that may arise in relation thereto and to authorize one or more representatives of the Company to carry out any or all of the activities that the Board is authorized to do for the purpose of giving effect to this resolution."

By order of the Board
For **Ceigall India Limited**

Sd/-
Megha Kainth
Company Secretary
Membership No. F7639

Date: November 05, 2026
Place: Gurugram

Notes:

1. The Explanatory Statement pursuant to Section 102 read along with Section 110 of the Act and pursuant to the SEBI Listing Regulations and other applicable laws, setting out material facts and necessary disclosure pertaining to aforesaid Resolutions under Item 1 to 6 are annexed hereto and forms part of this Notice.

2. The Notice is being sent to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off date as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited ("CDSL") (collectively referred to as "**Depositories**").

3. Members who have not registered their email addresses are requested to register/update the same with their respective DPs, in the case of shares held in dematerialized form, in accordance with the procedure specified in this Notice. Members who have already registered their email addresses are requested to ensure that they remain updated and valid to facilitate timely receipt of communications from the Company.

4. The e-voting rights of the Members/ Beneficiary Owners shall be reckoned on the Shares held by them as on Tuesday, November 17, 2026, being the Cut-off date for the purpose. The Members of the Company as on the Cut-off date can cast their vote electronically.

5. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

6. The Company will also be publishing an advertisement in newspapers containing the details about the postal ballot i.e. details for e-voting, availability of notice of Postal Ballot at the Company's website, manner of registering the email IDs of those Members who have not registered their email addresses and other matters as may be required.

7. In compliance with the aforesaid MCA Circulars, the business(es) set out in the Notice will be transacted through electronic voting system only and accordingly, the Company is providing facility of remote e-voting. For this purpose, necessary arrangements have been made by the Company with CDSL in compliance with Section 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, the applicable provisions of Secretarial Standard-2 on General Meetings ("SS-2"), read with Section VI-C of the SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFDPOD2/ I/3762/2026 dated January 30, 2026, as amended and in terms of extent applicable circulars issued by Securities and Exchange Board of India and Ministry of Corporate Affairs.

8. The voting rights of the members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on the Cut-off date i.e. Tuesday, November 17, 2026. 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 by e-voting. A person who is not a member as on the Cut-off date should treat this Notice for information purposes only.

9. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of Paid-up Share Capital of the Company held by them. In case of joint holders, only such joint holders who is higher in the order of names will be entitled to vote.

10. During the remote e-voting period, members can login at CDSL e-voting platform any number of times till they have voted on the resolution(s). Once the vote on resolution is casted by a member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the Vote again.

11. The Notice will also be placed on the website of the Company at www.ceigall.com and on the website of Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

12. All the documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their request to secretarial@ceigall.com from their registered e-mail address mentioning their names, folio number, DP Id and Client Id during the voting period of postal ballot.

13. A member cannot exercise his / her vote through proxy on Postal Ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (Board Resolution / authority letter / power of attorney etc.) in favour of their authorised representatives to the scrutinizer through e-mail to csllp108@gmail.com with a copy marked to secretarial@ceigall.com.

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

15. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Management Rules, Regulation 44 of SEBI Listing Regulations, SS-2 and MCA circulars, the Company is offering e-voting facility to all the members of the Company to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its members. The instructions for voting through electronic means (e-voting) and other instructions relating thereto are as under:-

THE INTRUCTIONS FOR E-VOTING ARE AS UNDER:

Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020,** under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020,** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. 5) Users may also download CDSL's mobile application "CDSL MyEasi" by clicking on the links mentioned below for seamless e-voting experience:- Android: https://play.google.com/store/apps/details?id=com.cdsl.myeasi iOS: https://apps.apple.com/in/app/cdsl-myeasi-app/id6737304195
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IdeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you

	will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 5) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play Android: https://play.google.com/store/apps/details?id=com.msf.NSDL.Android iOS: https://apps.apple.com/in/app/nsdl-speede-app/id922834763
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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

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

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

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

2) Click on "Shareholders" module.

3) Now enter your User ID

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

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

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

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

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

OR Date of Birth (DOB)	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7) After entering these details appropriately, click on "SUBMIT" tab.

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

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

10) Click on the EVSN for the relevant "Ceigall India Limited".

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

12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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

14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

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

ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – FOR REMOTE VOTING ONLY.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at csllp108@gmail.com and to the Company at the email address viz; secretarial@ceigall.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND SEBI LISTING REGULATIONS SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESS PROPOSED IN THIS NOTICE ("EXPLANATORY STATEMENT")

ITEM NO. 1: APPROVAL FOR RAISING OF CAPITAL THROUGH ISSUANCE OF SECURITIES BY WAY OF ONE OR MORE PERMISSIBLE MODES

The Company has been pursuing opportunities for its growth. This would require additional resources including funds to be available and to be allocated, from time to time. It would be therefore prudent for the Company to have the requisite approvals in place for meeting the fund requirements of the Company towards the growth opportunities in its existing area of business or to leverage synergies. This would also help the Company to take quick and effective action to capitalize on the opportunities. The raising of funds through the issuance of Equity Shares will also assist the Company in achieving compliance with the minimum public shareholding requirements applicable to it under Rule 19(2)(b) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957, as amended, read with Regulation 38 of the SEBI Listing Regulations.

The Board of Directors at its meeting held on November 05, 2026 has approved and recommended to the Members of the Company to give their consent through special resolution to the Board of Directors or Committee of the Board to raise funds through issuance of shares / securities by way of one or more public issue(s) (including an FPO), private placement(s) (including by way of a qualified institutions placement), offshore offering(s) (including by way of GDRs, ADRs, FCEBs and/ or FCCBs) and/ or any other permissible mode(s), or a combination thereof, as mentioned in the resolution, to such eligible investors as may be permitted under applicable law, at a price to be determined in accordance with the SEBI ICDR Regulations or as per applicable rules and regulations, for raising of the funds aggregating up to Rs. 1,000 crore (Rupees One Thousand crore only). The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide,

The Company shall utilise the proceeds from the Issue (after adjustment of expenses related to the Issue) ("**Net Proceeds**") at various stages, towards one or more, or a combination of the following:

1. Prepayment / repayment, of certain or all existing and/or future borrowings / financial and debt obligations, including any interest accrued thereon, of Company and/or its subsidiaries, in part of in full;

2. Capital expenditure requirements of our Company or its subsidiaries or joint ventures including investment in our subsidiaries and/ or joint ventures in relation to the ongoing/ forthcoming projects, funding the purchase of equipment and machinery etc.;

3. Working capital requirements of our Company or its subsidiaries;

4. Supporting growth opportunities, including through organic and inorganic acquisitions, and for exploring and achieving various avenues for expansion directly or through subsidiaries; and/or

5. Funding inorganic growth through unidentified acquisitions and general corporate purpose, provided that not more than 25% of the proceeds of the Issue shall be utilized towards general corporate purposes.

The issue price, timing and detailed terms and conditions of the Issue shall be finalized by the Board, in consultation with lead manager, advisor and such other authorities and intermediary, as may be required to be consulted and in due considerations of prevailing market conditions and relevant factors and in the interest of the Company.

In terms of applicable circulars of the BSE Limited, the National Stock Exchange of India Limited as well as the SEBI **ICDR Regulations**, (a) the details for deployment of the net proceeds, as approved by the Board thereof, will be specifically mentioned in the preliminary placement document and placement document or other offer document(s), as applicable, and (b) the funds to be used for general corporate purposes, if any, shall not exceed 25% of the funds to be raised through such issue. If the size of the Issue exceeds Rs. 100 Crore (Rupees One Hundred Crore only) or such other amount as may be prescribed under applicable law, a monitoring agency registered with the Securities and Exchange Board of India will monitor the use of proceeds and submit its report in the specified format of Schedule XI of the SEBI ICDR Regulations on quarterly basis till 100% of the proceeds have been utilized, in accordance with the SEBI ICDR Regulations.

In terms of the relevant circular issued by BSE and NSE, the amount specified for the above-mentioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue proceeds are not utilized (in full or in part) for the Objects and during the period stated above due to any such factors, the remaining Issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose or adjustment inter se of the objects as mentioned above and from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds:

Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments, creditworthy instruments, money market mutual funds, liquid fund, deposits in scheduled commercial banks, securities issued by government of India, or any other investments as permitted under applicable laws.

Maximum number of securities to be issued:

The total amount to be raised, in one or more tranches, by issuance of Equity Shares / Securities through one or more permissible modes as mentioned in the resolution would be aggregating up to Rs. 1,000 Crore (Rupees One Thousand Crore only).

The management is in the process of identifying the quantum and type of securities to be issued and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, post Issue shareholding, shareholding pattern etc are not provided. The proposal, therefore, seeks to confer upon the Board (including any duly authorized committee thereof) may at its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives without the need for fresh approval from the members of the Company, the discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the investors number and types of securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations / applicable laws.

For the issuance of the Securities undertaken by way of qualified institutions placement:

a. the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations or other applicable law from time to time;

b. the pricing of the Securities that may be issued to QIBs shall be determined by the Board subject to such price not being less than the floor price calculated in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations, the Act and other applicable law, provided that the Company may offer a discount of not more than 5% (five per cent) on such floor price or such other discount as may be permitted under the SEBI ICDR Regulations and other applicable law;

c. the 'relevant date' for the purpose of pricing the Securities shall be:

i) in case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the Issue; and/ or

ii) in case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible Securities or the date on which the holders of such convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board;

d. the Equity Shares of the same class, which are proposed to be allotted through the Issue or pursuant to conversion or exchange of eligible Securities being offered through Issue, have been listed on a stock exchange for a period of at least 1 (one) year, prior to the date of issuance of this notice to shareholders of the Company;

e. no partly paid-up Securities will be issued/allotted;

f. no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the SEBI ICDR Regulations;

g. no single allottee shall be allotted more than 50% of the total Issue size or such other limits as may be prescribed under applicable law and the minimum number of allottees shall be in accordance with SEBI ICDR Regulations and other applicable law;

h. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

i. the Securities shall not be sold for a period of one (1) year from the date of allotment, except on the floor of the stock exchange(s) or except as may be permitted under the SEBI ICDR Regulations and other applicable law from time to time;

j. the Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting;

k. the tenure of the convertible or exchangeable Securities issued through the Issue shall not exceed such period as permissible under applicable law; and

l. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis.

In the event the Issue is undertaken by way of an FPO, issuance of FCCBs, GDRs or ADRs, or any other permissible mode, the pricing, relevant date, lock-in and other terms of such issuance shall be

in accordance with the SEBI ICDR Regulations, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism) Scheme, 1993, Depository Receipts Scheme, 2014, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and/ or other applicable law, as the case may be.

Issue Price:

The pricing would be arrived at by the Board, depending on market conditions and in accordance with the ICDR Regulations or other applicable laws. In the event of a QIP, pricing shall be determined, subject to such price not being less than floor price calculated in accordance with Chapter VI of the SEBI ICDR Regulations, provided that the Board or a Committee thereof may offer a discount of not more than five per cent on the price so calculated in accordance with the SEBI ICDR Regulations or such other permissible limit. As per the current statutory provisions, the price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the Relevant Date.

The Issue may be consummated through single or multiple offer documents, in one or more tranches, at such price, at a discount or premium in such manner as the Board may decide taking into consideration prevailing market conditions, relevant factors and wherever necessary in consultation with the Lead manager and other agencies in accordance with applicable law.

Relevant Date:

In case of a QIP, as per Regulation 171(b) of the SEBI ICDR Regulations, the relevant date shall mean:

(i) in case of allotment of Equity Shares, the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the proposed Issue; and

(ii) in case of allotment of eligible convertible securities, either (a) the date of the meeting in which the Board or a duly authorised committee of the Board decides to open the issue of such convertible securities, or (b) the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board or the committee.

In case of any other mode of issuance, the relevant date, if applicable, shall be as determined in accordance with applicable law.

Intention of the promoters, directors, key managerial personnel to subscribe to the Issue:

None of the Directors, Promoters / Promoter Group, Key Managerial Personnel or Senior Management of the Company intend to subscribe to the Issue.

Class of persons to whom the offer will be made:

The Equity shares / Securities will be offered and allotted to such investors, including QIBs as defined under the SEBI ICDR Regulations, foreign portfolio investors, mutual funds, alternate investment funds, insurance companies, banks, pension funds, non-institutional investors, retail investors, eligible employees and/ or any other category of investors (provided that in case of a QIP, the Securities shall be allotted only to QIBs), who are eligible to acquire / subscribe to the same in accordance with the applicable laws, rules, regulations and guidelines.

Change in control:

There will be no change in the composition of the Board, and no change in the control and management of the Company consequent to the proposed Issue.

Listing:

The Equity Shares to be allotted would be listed on the Stock Exchanges and, in case of Securities issued in international markets, may also be listed on such international stock exchange(s) as may be determined by the Board. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board takes a decision on matters which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

Other Disclosures:

In the event the Issue is undertaken by way of a QIP, the Company complies with the requirements of Chapter VI of the SEBI ICDR Regulations regarding the Issue.

As explained hereabove, further terms for the Issue will be determined by the Board in consultation with the advisors or lead managers, as may be necessary considering the prevailing market conditions, in accordance with the applicable law and other relevant factors. Pursuant to applicable provisions including section 62 of the Act, SEBI Listing Regulations and applicable laws, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members unless the members decide otherwise by passing resolution in the general meeting/postal ballot.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares / Securities to the investors, who may or may not be the existing members of the Company. Accordingly, approval of the members of the Company is being sought pursuant to the provisions of the SEBI ICDR Regulations, SEBI Listing Regulations, and applicable provisions of the Act, including Sections 23, 41, 42, 62(1)I and 71 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Issue of Global Depository Receipts) Rules, 2014, by way of passing special resolution.

The Board of Directors believe that the proposed Issue is in the best interest of the Company and its Members and, therefore, recommend the resolution set out at Item No. 1 in the Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, save and except to the extent of their shareholding if any.

ITEM NO. 2:

APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

The Company is proposing to undertake a fresh issue of the equity shares bearing face value of Rs. 5 (Rupees Five Only) each ("**Equity Shares**") of the Company and list the Equity Shares on one or more of the stock exchanges with the objective to meet the compliance of minimum public shareholding requirements as prescribed under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, read with Regulation 38 of the SEBI Listing Regulations, for an aggregate amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crore only) through the issue of equity shares and/or other eligible securities, as permitted under the SEBI ICDR Regulations.

In view of the above, the existing authorised share capital of the Company i.e., existing Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference

Shares of Rs. 10/- (Rupees Ten Only) each is proposed to be increased by creation and addition of 2,00,00,000 (Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each.

For the purposes as stated hereinabove, it is recommended by the Board at its Meeting held on November 05, 2026, to increase the authorised share capital of the Company from the existing Rs. 1,10,00,00,000/- (Rupees One Hundred and Ten Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crore Only) divided into 22,00,00,000 (Twenty-Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation and addition of 2,00,00,000 (Two Crore) Equity Shares of Rs. 5/- (Rupees Five only) each.

Consequent upon the increase in the authorised share capital, Clause V of the Memorandum of Association of the Company is proposed to be altered and substituted with the following clause:

"V. The Authorised Share Capital of the Company is Rs. 1,20,00,00,000/- (Rupees One Hundred and Twenty Crore Only) divided into 22,00,00,000 (Twenty-Two Crore) Equity Shares of Rs. 5/- (Rupees Five Only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten Only) each."

Further, Section 13 and 61 of the Act provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient.

Article 2 of the Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its authorized share capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

Accordingly, approval of members is sought for the increase in the authorised share capital of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Postal Ballot Notice.

All the documents referred to in the Explanatory Statement will be available for inspection as per process given in the notes to postal ballot notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

ITEM NO. 3: TO APPROVE SALE, TRANSFER OR DISPOSAL OF ASSETS HELD BY MATERIAL SUBSIDIARY OF THE COMPANY

Ceigall Infra Projects Private Limited (**"CIPPL"**), a Wholly Owned Subsidiary of the Company, is a material subsidiary as on March 31, 2026, within the meaning of Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"**).

With a view to achieve the sustainable long-term growth, exploring new business opportunities and further strengthening the ongoing business operations, it is proposed that CIPPL may sell/dispose its stake in Ceigall Bathinda Dabwali Highways Private Limited (**"CBDHPL"**) and Ceigall Jalbehra Shahbad Greenfield Highway Private Limited (**"CJSGHPL"**), either directly or through its affiliates.

Further, pursuant to Regulation 24(6) of the SEBI Listing Regulations, any sale, disposal of assets amounting to more than twenty percent (20%) of the assets of the material subsidiary on an aggregate basis during a financial year, requires prior approval of the shareholders of the listed entity by way of a special resolution, except where such divestment is made under a scheme of arrangement duly approved by a Court or the National Company Law Tribunal.

In line with its asset monetization and capital recycling strategy, the Company has divested its Special Purpose Vehicle (SPV), namely i.e. Ceigall Malout Abohar Sadhuwali Highways Private Limited (**"CMASHPL"**), in terms of the Share Purchase Agreement dated June 03, 2026 and First Amendment to Share Purchase Agreement executed on June 16, 2026, 100% equity shares of Ceigall Malout Abohar Sadhuwali Highways Private Limited, held by Ceigall India Limited together with Ceigall Infra Projects Private Limited, a wholly owned subsidiary of the Company has been transferred to Neo Infra Income Opportunities Fund, managed by Neo Alternative Asset Managers Private Limited (the "Purchaser") on June 16, 2026.

(% of shareholding)

SHAREHOLDERS	CMASHPL	CBDHPL	CJSGHPL
Ceigall India Limited (CIL)	0.52	1	74
CIPPL	99.48	50	26
Mr. Ramneek Sehgal	NIL	49	NIL
TOTAL	**100**	**100**	**100**

Accordingly, considering the said sale/disposal of assets by CIPPL in CMASHPL, together with the proposed sale/disposal of stake in CBDHPL and CJSGHPL, on an aggregate basis, the same may exceed 20% of the assets of the material subsidiary, present or future, during a financial year, in favour of potential investors, buyers and/or any other third party(ies).

Further, considering that the aforesaid proposals are in the business interests of the Company and the transactions do not constitute Related Party Transactions, the Board of Directors of the Company has considered it prudent and appropriate to recommend the resolution set out at Item No. 3 of the Postal Ballot Notice for approval of the Members by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, directly or indirectly, financially or otherwise, in the resolution set out at Item No. 3 of this Postal Ballot Notice. Hence, the Promoters, Directors and Key Managerial Personnel can participate in passing the above resolution like any other shareholders of the Company.

All the documents referred to in the Explanatory Statement will be available for inspection as per process given in the notes to postal ballot notice.

The Board of Directors commends the Special Resolutions set out at Item Nos. 3 of this Postal Ballot Notice for approval by the members.

ITEM NO. 4: ADVANCING/GRANTING ANY LOAN, GIVING ANY GUARANTEE AND/OR PROVIDING ANY SECURITY TO ENTITY /IES / PERSON(S) SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

Your Company, Ceigall India Limited (**"CIL"** or the **"Company"**), has evolved beyond a pure engineering, procurement and construction (**"EPC"**) contractor into an integrated infrastructure developer across the roads, renewable energy and transmission & distribution (**"T&D"**) sectors. As a developer, CIL is required, under the framework applicable to each business vertical, to incorporate

a dedicated Special Purpose Vehicle (**"SPV"**) for every project awarded to it. The SPV enters into the relevant project agreement with the concerned authority – a Concession Agreement for road/Hybrid Annuity Model (**"HAM"**) projects, a Power Purchase Agreement (**"PPA"**) for solar/renewable energy projects, and a Transmission Service Agreement (**"TSA"**) for T&D projects, as applicable – and is responsible for the overall development, implementation, operation and maintenance of the project in accordance with the terms thereof.

The construction and development of each project is thereafter undertaken by CIL, as the EPC contractor engaged by the relevant SPV. In this structure, CIL performs two distinct roles in relation to every project SPV, both of which give rise to related party transactions with the SPV: (a) as promoter/sponsor, CIL is required to infuse the prescribed sponsor contribution into the SPV, in the form of equity, non-convertible debentures (**"NCDs"**), optionally convertible debentures (**"OCDs"**), unsecured subordinated loans (**"USLs"**) and/or other permitted instruments, as required under the project/financing documents, while the SPV may also raise project debt from banks and financial institutions; and (b) as the EPC contractor, CIL executes the construction and development work for the project and raises invoices/bills on the SPV for the work so executed.

Given the nature of business model, CIL is required to enter into various transactions with its subsidiaries and SPVs. The Company and its subsidiaries, in the ordinary course of business, inter alia, propose to undertake related party transactions with Company subsidiaries and other subsidiaries on arm's length basis. With the continued growth of the Company and the increasing scale and number of projects undertaken across its business verticals, the value of sponsor contributions and EPC billing to project SPVs has correspondingly increased, resulting in higher-value transactions

Such related party transactions with SPVs include, inter alia:

- Provision of financing support to SPVs, including inter-corporate deposits and unsecured loans;
- Infusion of sponsor contribution in SPVs, in the form of equity, NCDs, OCDs, USLs and other permitted instruments;
- Issuance of corporate and bank guarantees;
- Provision of security deposits;
- Operation and maintenance agreements;
- Common infrastructure sharing agreements;
- Availing of working capital facilities; and
- Execution of EPC works for SPVs and raising of invoices/bills for such works.

During the course of business, the Company may have to provide financial support by way of providing loan, guarantee or security from its internal resources/accruals and/or any other appropriate sources, as permitted, for the business activities, including working capital requirements and capital expenditure, of its subsidiary companies or associates or group entities or any other entity in whom any of the Director of the Company is interested or deemed to be interested (hereinafter collectively referred to as the **"Entities"**) from time to time.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 (**"the Act"**) read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the **"Rules"**) (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner. However, a company may advance any loan including any loan represented by a book debt or give any guarantee

or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that the loans are utilized by the borrowing company for its principal business activities.

The entire group structure of Ceigall India Limited is divided into the following categories:

a. Wholly Owned Subsidiaries, which are exempted with the requirements of compliance with provisions of the Section 185 of the Act, covered under sub-section (3) are as under:

i. Ceigall Infra Projects Private Limited (CIPPL);
ii. Ceigall Green Energy MH1 Limited;
iii. Ceigall Green Energy MH2 Limited;
iv. Ceigall Global Pte. Ltd. (Singapore);
v. Ceigall Green Energy MP Limited;
vi. Velgaon Power Transmission Limited;
vii. Ceigall Morena Bess Solar Park Limited;
viii. Jam Khambhaliya Jamnagar Power Transmission Limited; and
ix. Ceigall Kanpur Central Bus Terminal Private Limited.

b. Indirect Wholly Owned Subsidiaries viz. Entities other than those covered under (i) above, being subsidiary/ associate/ joint ventures etc., in which Ceigall India Limited is contemplating to invest and accordingly, which are required to comply with provisions specified under section 185 (1) and (2) of the Act are being mentioned as follows:

i. Ceigall Jalbehra Shahbad Greenfield Highway Private Limited;
ii. Ceigall Ludhiana Bathinda Greenfield Highway Private Limited;
iii. Ceigall Southern Ludhiana Bypass Private Limited;
iv. Ceigall VRK 11 Private Limited;
v. Ceigall VRK 12 Private Limited;
vi. Ceigall Northern Ayodhya Bypass Private Limited;
vii. Ceigall Ayodhya Bypass Private Limited;
viii. Ceigall Indore Ujjain Greenfield Highway Limited;
ix. Ceigall Sahebganj Bettiah Highway Limited;
x. Ceigall Ambala Chandigarh Zirakpur Limited;
xi. Ceigall Ludhiana Rupnagar Greenfield Highway Private Limited; and
xii. Ceigall EPC Global Contracting LLC (Dubai).

And any other company/SPV incorporated in the future course of action, with the above structure.

Accordingly, the Board of Directors in its meeting held on November 05, 2026, has considered the Company's expansion strategy and decided to again seek Members approval by way of a special resolution for advancing any loan, giving any guarantee or providing any security to all such Entities specified under Section 185 of the Act and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, provided that the aggregate limit shall not at any time exceed Rs. 5,000 Crores (Rupees Five Thousand Crores only). Further, the said loan(s) and/or guarantee(s) and/or security (ies) shall only be utilized by the Borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, save and except to the extent of their shareholding, if any. The Promoter and other Directors are eligible to participate in the proposed resolution in the best business interest of the Company.

All the documents referred to in the Explanatory Statement will be available for inspection as per process given in the notes to postal ballot notice.

The Board recommends the Resolution as set out in Item No. 4 of the notice for approval by the members by way of Special Resolution.

ITEM NO. 5: ADVANCING/GRANTING ANY LOAN, GIVING ANY GUARANTEE AND/OR PROVIDING ANY SECURITY TO CEIGALL BATHINDA DABWALI HIGHWAYS PRIVATE LIMITED

Ceigall India Limited stands as a leading infrastructure construction firm specializing in Engineering, Procurement, and Construction (EPC) and Hybrid Annuity Model (HAM) projects. With over 24 years of experience, Ceigall has evolved from a modest beginning into one of the fastest-growing EPC and HAM Companies in the nation, renowned for delivering complex and large-scale projects.

Under the Hybrid Annuity Model ("HAM"), Ceigall Bathinda Dabwali Highways Private Limited ("CBDHPL"), a Special Purpose Vehicle (SPV) was incorporated to implement a road project envisaging Development of Six-Laning of Jodhpur Romana (Bathinda) – Mandi Dabwali (Punjab/Haryana Border) section of NH-54 from design Ch. 0.000 to design Ch. 27.400 (design length 27.40 km) in the state of Punjab on Hybrid Annuity Mode. CBDHPL achieved appointed date on August 11, 2023, Pre-Commercial Operation Date (Pre COD) on December 22, 2025 and the Commercial Operation Date (COD) on May 06, 2026.

In the ordinary course of business, the Company had provided financial assistance, prior to the listing of the Company to its SPV, **Ceigall Bathinda Dabwali Highways Private Limited ("CBDHPL")**, by way of loans, guarantees and creation of security in the form of pledge of 51% of its shareholding in CBDHPL in connection with the financial assistance availed by CBDHPL for execution of the project and meeting its capital expenditure requirements.

Further, in view of the proposed divestment of CBDHPL, the existing project debt of the SPV has been refinanced by the lenders, including by way of an additional top-up of Rs. 110 crores, taking the aggregate debt to Rs. 293.51 crore. The refinancing was undertaken with a view to restructuring the interest rate and other terms and conditions of the financing arrangements, as well as to meet the increased project cost.

As part of the refinancing arrangement, the lenders have agreed to accept a pledge of 51% of the shareholding in CBDHPL as security, the details of which are set out below:

Name of Shareholder	**Equity Shares @10/- each (%)**	**Pledge (30%)**	**Non-Disposal Undertaking (21%)**	**Balance**
Ceigall India Limited	4,20,450 (1%)	1,26,135	88,295	2,06,021
Ceigall Infra Projects Pvt Ltd	2,10,22,499 (50%)	63,06,750	44,14,725	1,03,01,025
Mr. Ramneek Sehgal	2,06,02,051 (49%)	61,80,615	43,26,431	1,00,95,005
Total	**4,20,45,000**	**1,26,13,500**	**88,29,450**	**2,06,02,050**

The Board of Directors of the Company, at its meeting held on November 05, 2026, considered the financial assistance to CBDHPL. Since Mr. Ramneek Sehgal, Managing Director, Mrs. Gurpreet Kaur and Mr. Arun Goyal, Directors of the Company are deemed to be interested in the aforesaid SPV within the meaning of Section 185 of the Companies Act, 2013 ("the Act"), Board decided to again seek approval of the Members for providing such financial assistance in accordance with the applicable provisions of the Act.

None of the Directors (other than Mr. Ramneek Sehgal, Mrs. Gurpreet Kaur, and Mr. Arun Goyal)), Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their directorship and shareholding, if any, in the CBDHPL.

Mr. Ramneek Sehgal, Managing Director of the Company, holds 49% of the paid-up share capital of CBDHPL and is interested in the proposed resolution by way of his shareholding in CBDHPL.

Further, Mrs. Gurpreet Kaur and Mr. Arun Goyal, Directors of the Company are also directors in CBDHPL. Accordingly, they are interested in the proposed resolution on account of their directorship in CBDHPL, however both directors hold NIL shares in CIL and CBDHPL both.

Accordingly, Mr. Ramneek Sehgal, Mrs. Gurpreet Kaur, and Mr. Arun Goyal, and their relatives / entities in which they are directly or indirectly interested shall abstain from voting on the said proposed resolution.

All the documents referred to in the Explanatory Statement will be available for inspection as per process given in the notes to postal ballot notice.

The Board recommends the Resolution as set out in Item No. 5 of the notice for approval by the members by way of Special Resolution.

ITEM NO. 6: APPOINTMENT OF MR. CHANDAN SINGH (DIN: 10901481) AS A DIRECTOR/WHOLE TIME DIRECTOR OF THE COMPANY

With a view to support the Company's continued growth, as well as enhancing the strength, diversity and effectiveness of the Board, based on the recommendation of the Nomination & Remuneration Committee (**"NRC"**), the Board of Directors at its meeting held on November 05, 2026, approved the appointment of Mr. Chandan Singh (DIN: 10901481) as an Additional Director of the Company with effect from November 05, 2026. The Board of Directors, at the same meeting, as per the recommendations of the NRC and given the knowledge, background, experience and past performance of Mr. Chandan Singh, decided that it would be in the best interest of the Company to appoint him on the Board as a Whole-time Director [designated as Director – Strategy & Corporate affairs] for a period of 3 (three) years, commencing from November 05, 2026, till November 04, 2029, subject to the approval of the Members of the Company.

Brief profile of Mr. Chandan Singh

Mr. Chandan Singh, aged 42 years, holds a B.Tech. degree in Mechanical Engineering from Uttar Pradesh Technical University, Lucknow. He is a performance-driven professional with over 17 years of extensive experience in the Power and Infrastructure sectors, with expertise in General Management, Project Management, Contract and Commercial Management, and coordination of multidisciplinary teams across multiple projects, including Greenfield and Expansion projects.

He was associated with Reliance Infrastructure Limited for over 10 years, during which he contributed to various projects, including the development of one of the country's largest Ultra Mega Power Projects (UMPP), namely the Sasan Ultra Mega Power Project (6 × 660 MW) in Singrauli district, Madhya Pradesh, from the conceptualisation stage to commissioning. He also possesses extensive experience in EPC project tendering in the Power and Infrastructure sectors.

Mr. Chandan Singh joined the Ceigall Group in April 2024 and has since served in various capacities within the Group, most recently as a Whole-time Director of C & C Constructions Limited.

He has also been actively involved in the rehabilitation and resettlement of thousands of project-affected families across various projects as part of Corporate Social Responsibility (CSR) initiatives.

The Company has received notice under Section 160 of the Companies Act, 2013 (**"the Act"**) from a Member proposing his candidature as a Director of the Company. Mr. Chandan Singh is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed as Director/Whole Time Director on the Board of the Company.

Mr. Chandan Singh satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors, accordingly, considered the following terms and conditions of and remuneration to Mr. Chandan Singh appointment as per the recommendations of the NRC which is in accordance with Schedule V of the Act.

1. **Term of Appointment:**

   3 years with effect from November 05, 2026 till November 04, 2029.

2. **Remuneration:**

   Mr. Chandan Singh shall be paid the following remuneration:

Particulars	**Amount (Rs.) per month**
Basic Salary	1,37,500
House Rent Allowance (HRA)	68,750
Other Allowances	68,750
Variable pay (subject to the achievement of such performance parameters as may be determined by Managing Director)	1,37,500
Total Monthly Remuneration	4,12,500

Total Remuneration: Rs. 49,50,000/- per annum and other benefits, as applicable, in accordance with Company policy with annual increments/ bonus/ incentive and the maximum remuneration not exceeding of Rs. 2,00,00,000/- (Rupees Two Crore Only) per annum, subject to the approval of Board on the recommendation of NRC.

3. Perquisites & Allowances:

In addition to the remuneration, Mr. Singh, shall also be entitled to the following:

i. Reimbursement of travelling, hotel and other expenses incurred by him exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time.

ii. A Company-provided vehicle shall be arranged and maintained by the Company.

iii. Reimbursement of Mobile, internet connection at home, medical insurance and other expense as per Company policy.

Perquisite which shall not be included in the computation of the ceiling on remuneration.

iv. Contribution to the Provident Fund. Contribution to Gratuity Fund as per the rules of the Company.

v. Gratuity is payable at the rate not exceeding half a month's salary for every completed year of service.

vi. The above perquisites shall form part of overall cost to the Company for the purpose of disclosure and taxation and shall be governed by the Company's applicable policies as amended from time to time.

vii. All other benefits as available to the permanent employees of the Company.

4. Other Terms and Conditions:

i. No sitting fees shall be payable to the Whole Time Director for attending the meetings of the Board of Directors and/or any Committees thereof.

ii. His term of office shall be liable to retirement by rotation in accordance with provisions of Section 152 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Chandan Singh and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

All the documents referred to in the Explanatory Statement will be available for inspection as per process given in the notes to postal ballot notice.

The Board recommends the Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members by way of Special Resolution.

Details required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI and Schedule V of the Act as mentioned below:

S. No.	Particulars	Details
1	Name, Designation and DIN	Mr. Chandan Singh, Whole-Time Director designated as Director (Strategy & Corporate Affairs) (DIN: 10901481)
2	Date of Birth and Age	February 25, 1984 Aged about 42 years
3	Qualification	Mr. Singh holds a bachelor's degree in Mechanical Engineering from Uttar Pradesh Technical University, Lucknow.
4	Date of first appointment on the Board	November 05, 2026
5	Profile, Experience and Expertise in specific functional areas	As mentioned in the explanatory statement
6	Terms and conditions of appointment	Appointed as a Whole Time Director for 3 years commencing from November 05, 2026 upto November 04, 2029, liable to retire by rotation.
7	Details of remuneration last drawn	First time appointment as Director in the Company
8	Details of remuneration sought to be paid	As mentioned in the explanatory statement
9	Directorships in Listed Companies and other Directorships (Excluding Foreign Companies and Section 8 Companies and this Company)	**Listed:** Nil **Others:** Jam Khambhaliya Jamnagar Power Transmission Limited, Ceigall Transmission and Distribution Limited, Velgaon Power Transmission Limited, Ceigall Green Energy MH1 Limited, Ceigall Green Energy MH2 Limited, Ceigall Southern Ludhiana Bypass Private Limited, Ceigall Jalbehra Shahbad Greenfield Highway Private Limited, Ceigall Integrated Energy Limited, Ceigall Ludhiana Rupnagar Greenfield Highway Private Limited and SY Jeevan Services Private Limited.
10	Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil
11	Listed entities from which the Director has resigned from directorship in last three (3) years	Resigned from C & C Constructions Limited as Director/ Whole time Director
12	No. of Board Meetings attended during FY 2026-27 (upto 05.11.2026)	1
13	Inter-se relationship with other Directors and Key Managerial Personnel	None
14	No. of shares held	30 Equity Shares

The Disclosures as prescribed in Schedule - V of Companies Act, 2013:

I. General Information:

S. No.	Particulars	Details
1	Nature of industry	Ceigall India Limited operates in the infrastructure construction and EPC industry, primarily focused on highways, expressways, bridges, rail infrastructure, tunnels, and runways. The company is also diversifying into renewable energy infrastructure, including utility-scale solar power and Battery Energy Storage System (BESS) projects.
2	Date or expected date of commencement of Commercial production	July 08, 2002
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators (Standalone)	(Amounts in Million)

Particulars	2023-24 Audited	2024-25 Audited	2025-26 Audited
Gross Revenue	29,917.96	34,379.59	39,247.45
Profit (loss) after Tax	2,769.32	2,702.48	3,051.83
EPS	17.62	16.07	17.52

5	Foreign investments or collaborations, if any	Nil

II. Information about Whole Time Director:

S. No.	Particulars	Mr. Chandan Singh, Whole-Time Director (DIN: 10901481)
1	Background details	As mentioned in the explanatory statement
2	Past Remuneration	First time appointment as Director in the Company
3	Recognition or awards	As mentioned in the explanatory statement
4	Job profile and his suitability	
5	Remuneration proposed	
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Directors, remuneration paid to him is commensurate with remuneration of similar senior levels in similar sized domestic Companies.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Nil

III. Other Information:

S. No.	Particulars	Details
1	Reasons of loss or inadequate profits in the Company	Not Applicable
2	Steps taken or proposed to be taken for improvement	The Company's financial performance has improved substantially in the last few years as compared to FY 2025-26 as is evident from the sales and profits mentioned above. As of September 30, 2026, our total order book stands at Rs. 22,681 Crore, reflecting a healthy book to- bill ratio.
3	Expected increase in productivity and profits in measurable terms	Aligned with the government's focus on transforming India's infrastructure, as reflected in this year's budget, we are committed to driving sustainable growth, technical excellence, and operational resilience. Our efforts are focused on delivering high-quality projects that contribute to India's development, leveraging our expertise to create long-term value for all stakeholders as we work towards the vision of a developed nation by 2047.

By order of the Board
For **Ceigall India Limited**

Sd/-
Megha Kainth
Company Secretary
Membership No. F7639

Date: November 05, 2026
Place: Gurugram