To, **Dated: 25/08/2026**

Department of Corporate Services,
BSE Limited, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 544711

Sub.: Outcome of Board Meeting under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We would like to inform you that pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors (the "Board") of the Company at its meeting held on Tuesday, 25th August, 2026, inter alia, considered and approved the following:

a) Appointment of Preet Kumar & Associates, Practicing Company Secretaries (COP No: 21750), as Secretarial Auditor of the Company for a consecutive term of five years i.e. from Financial Year 2026-27 till 2030-31.

The relevant details pertaining to the above as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular are enclosed herewith as Annexure - l

b) Alteration in Memorandum of Association ("MOA") subject to approval of shareholders of the Company as per Companies Act,2013 in below mentioned clauses:

V. "The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 3,50,00,000/- (Three Crores Fifty Lakhs) Equity Share of Rs. 10/- (Rupees Ten) each."

c) Alteration in Articles of Association ("AOA") subject to approval of shareholders of the Company as per Companies Act,2013 by inserting following new clause 92 with the heading "Further issue of capital "after clause 91:

92. Further issue of capital

i. The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to -

- persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- employees under any scheme of employees' stock option; or
- any persons, whether or not those persons include the persons referred to in above clauses.

ii. A further issue of shares may be made in any manner whatsoever as the Board may determine including but not limiting to issue by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and other applicable laws.

iii. The Company may from time-to-time issue sweat equity shares in compliance with Section 54 of the Act and other applicable laws.

iv. Nothing contained in these Articles shall restrict the Company from issuing shares or securities under an employee stock option scheme, sweat equity scheme, preferential issue, qualified institutions placement, rights issue, bonus issue or any other permissible mode of issue, subject to the provisions of applicable law and the approvals required thereunder.

d) 'Kiaasa - Employee Stock Option Plan 2026' ("ESOP 2026")' pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, and the relevant provisions of Regulation 6 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("Applicable Laws"), subject to the approval of shareholders of the Company.

The relevant details pertaining to the above as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular are enclosed herewith as **Annexure - II**.

The meeting of the Board of Directors commenced at 12:15 p.m. and concluded at 1:45 p.m.

This disclosure will be hosted on the Company's website viz www.kiaasa.com.

You are requested to kindly take the above information on records.

Thanking You,

Yours faithfully,

For Kiaasa Retail Limited
(Formerly known as Kiaasa Retail Private Limited)

KANISHKA SINGHAL
Digitally signed by KANISHKA SINGHAL
Date: 2026.08.25 14:01:46 +05'30'

Kanishka Singhal
Company Secretary & Compliance Officer
Mem No. A39678
Encl: As above

ANNEXURE-I

Disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular in relation to appointment of Secretarial Auditor:

S. No.	**Particulars**	**Details of Preet Kumar & Associates (Secretarial Auditor)**
1	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of Preet Kumar & Associates" as Secretarial Auditor of the Company
2	Date of appointment/ reappointment /cessation (as applicable) & term of appointment/ re-appointment	Term of appointment – 5 Years
3	Brief profile (in case of appointment)	Preet Kumar & Associates, Company Secretaries, is a reputed firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. The firm has significant experience in secretarial audit, compliance management, and due diligence under Indian corporate laws and SEBI regulations. It is Peer Reviewed/Quality Reviewed by ICSI and serves in the domains of Corporate Laws, Secretarial Audits, Securities Laws, Intellectual Property, and direct as well as indirect taxation.
4	Disclosure of relationships between directors (in case of appointment of a director	Not Applicable

ANNEXURE-II

Disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular in relation to " Kiaasa - Employee Stock Option Plan 2026' ("**ESOP 2026**"):

Particulars	**Disclosures**
Brief details of Options granted	The Kiaasa – Employee Stock Option Plan 2026 ("ESOP 2026") contemplates grant of employee stock options ("Options") to the eligible employees of the Company and/or its Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company. ESOP 2026 shall be administered by the Nomination & Remuneration Committee (Committee) of the Company. All questions of interpretation of ESOP 2026 shall be determined by the Board/ Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2026, in compliance with Applicable Laws. The eligibility of an employee and the eligibility criteria (including but not limited to tenure of association with the Company, performance during the previous years, key position held, contribution towards strategic growth, contribution to team building and succession, corporate governance, etc.) shall be determined by the Committee, from time to time at its absolute discretion.
Whether the scheme is in terms of SEBI (SBEB) Regulations, 2021 (if applicable)	Yes, the Scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations,2021
Total number of shares covered by these options	18,23,000 equity shares of face value of Rs. l0/- (Rupee Ten Only) each fully paid-up.
Pricing formula;	The Exercise Price per Option shall be such as may be determined by the Committee which shall not be less than the face value and not

	more than the closing market price as on the previous day of the date of Grant. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates.
Options vested	Not applicable
Time within which option may be exercised	The Exercise Period for Vested Options shall be a maximum of 2 (Two) years commencing from the date of each Vesting or such other shorter period as may be prescribed by the Committee at the time of Grant. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period. In case of various events such as death, termination, permanent Incapacity, the Exercise Period shall be as set out in ESOP 2026.
Options exercised	Not Applicable
Money realized by exercise of options	Not Applicable
The total number of shares arising as a result of exercise of option	Not Applicable
Options lapsed	Not Applicable
Variation of terms of options	The Company may by special resolution of its shareholders vary the terms of the Scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the Employees, if such variation is not prejudicial to the interests of the Employees.

	The Company shall be entitled to vary the terms of the Scheme to meet any regulatory requirement without seeking shareholders' approval by special resolution. The notice for passing a special resolution for variation of terms of the Scheme shall disclose full details of the variation, the rationale therefore, and the details of the Employees who are beneficiaries of such variation. The Company may reprice the Options, which are not exercised, whether or not they have been vested, if the Schemes were rendered unattractive due to fall in the price of the Shares in the stock market: Provided that the Company ensures that such repricing is not detrimental to the interests of the Employees and approval of the shareholders by a special resolution has been obtained for such repricing.
Brief details of significant terms	1. All the Options granted on any date shall not vest earlier than the minimum period of I (One) year and not later than a maximum period of 2 (Two) years from the date of grant of respective options. 2. The Nomination & Remuneration Committee shall supervise the ESOP 2026.
Subsequent changes or cancellation or exercise of such options	Not Applicable
Diluted earnings per share pursuant to issue of equity shares on exercise of options.	Not Applicable