KIAASA RETAIL LIMITED

CIN: L18101UP2022PLC165410
Registered Office:1//37, SSGT Road Industrial Area, Ghaziabad-201001(UP)
Email: cs@kiaasaretail.com, **Website:** https://kiaasa.com/
Mobile No.:9319008599

Notice of the 4th Annual General Meeting

NOTICE is hereby given that Fourth (**4th) Annual General Meeting** of the Members of KIAASA RETAIL LIMITED ("the Company") will be held on Wednesday, 30th September, 2026 at 11:30 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

The venue of the meeting shall be deemed to be the 1/37, SSGT Road, Industrial Area, Lal Kuan, Ghaziabad, Uttar Pradesh-201001Office of the Company.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon.

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon, as laid before the members, be and are hereby received, considered and adopted."

2. To appoint a director in place of Mr. Binod Kumar Ranjan (DIN: 09110777), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Binod Kumar Ranjan (DIN: 09110777), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. To appoint M/s Preet Kumar & Associates Practicing Company Secretary as secretarial auditor of the company for a term of five (5) consecutive years and fixation of remuneration thereof.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on recommendation of the Audit Committee and Board of directors, the consent of the members of the Company be and is hereby accorded for the appointment of **M/s Preet Kumar & Associates** Practicing Company Secretary (Membership No. F13609and CP No. 21750, Peer Review Cert. No. 6508/2025), as Secretarial Auditor of the Company for term of five consecutive years commencing from financial years 2026-27 till financial years 2030-31, at such fee, plus applicable taxes and other out of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized to take all necessary steps and to do all such acts, deeds, matters, and things as may be required, including but not limited to filing requisite forms with the Ministry of Corporate Affairs and submitting documents to any other statutory or regulatory authority, for the purpose of giving effect to this resolution and to do all acts incidental and ancillary thereto and to settle any questions, difficulties, or doubts that may arise in this regard at any stage without requiring any further consent or approval of the Members of the Company, and it is hereby clarified that the Members shall be deemed to have accorded their approval for this purpose by virtue of this resolution."

4. Approval of Increase in Authorized Share Capital of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61, 43 & other applicable provisions of the Companies Act, 2013, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 35,00,00,000/- (Rupees Thirty-Five Crore) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten)

"RESOLVED FURTHER THAT the existing 'Clause V' of the Memorandum of Association of the Company relating to the Authorized Share Capital of the Company be and is hereby altered by deletion thereof and substitution in its place the following clause as 'Clause V'.

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."

"RESOLVED FURTHER THAT any director of the Company, be and is hereby severally authorized to take all the necessary steps in this regard and to do all such acts and things as may be necessary to give effect to this resolution including to sign and file the necessary forms, returns and applications with the concerned Registrar of Companies.

5. Approval of alteration of Article of Association of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company by insertion of a new Article No. 92 after Article No. 91, as under:

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.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms and documents with the Registrar of Companies."

6. Approval of "Kiaasa-Employe Stock Option Scheme 2026 (ESOP 2026)"

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(hereinafter referred as "SEBI SBEB Regulations")** and any circulars / notifications / guidance issued thereunder, as amended from time to time , the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and in accordance with the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded for the adoption of 'Kiaasa-Employee Stock Option Scheme 2026' (hereinafter referred to as "ESOP 2026" / the "Scheme" or the "Plan") and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution read with Regulation 5 of SEBI SBEB Regulations) be and are hereby authorized to create, grant, offer, issue and allot at any time, for the benefit of such person(s) who are in the employment or service of the Company, whether in or outside India, including any Director, whether whole-time or not (other than employees/ directors who are promoters or belonging to the promoter group, independent directors and directors holding directly or indirectly more than ten percent of the outstanding equity shares of the Company), subject to their eligibility as may be determined under ESOP 2026, such number of employee stock options (hereinafter referred to as the "Options"), which upon exercise shall not exceed in aggregate to 18,23,000 (Eighteen Lakhs Twenty Three Thousand) equity shares ("Shares") of the Company having a face value of INR 10/- (Indian Rupees Ten Only) each fully paid-up, in one or more tranches, where one option upon exercise shall convert into one share subject to payment / recovery of requisite exercise price and applicable taxes, on such terms, conditions and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the shares as specified hereinabove shall be issued and allotted to the Option Holders upon exercise of the options in accordance with the terms of the grant and provisions of the Scheme and such shares shall rank Pari-passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT the shares as specified hereinabove shall be issued and allotted to the Option Holders upon exercise of the options in accordance with the terms of the grant and provisions of the Scheme and such shares shall rank Pari-passu in all respects with the existing shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of the number of shares reserved under the Scheme shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of the shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT in case the shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and, to the extent allowed, the exercise price payable by the Option Holders under the Scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 10/- (Indian Rupees Ten Only) per share bears to the revised face value of the shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Option Holders and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised to take requisite steps for listing of the shares allotted under the Scheme on BSE Limited and any other stock exchanges where the shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized to formulate, evolve, decide upon and implement the Scheme and determine the detailed terms and conditions of the aforementioned scheme including but not limited to the quantum of options to be granted per employee in each tranche, the exercise period, the vesting period, the vesting conditions, instances where such options shall lapse and to grant such number of options, to such employees and directors of the Company, at such time and on such terms and conditions as set out in the Scheme and as the Board may in its absolute discretion think fit, subject to Applicable Laws.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to consent of the shareholders by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

7. **Approval for securing the borrowings of the company under section 180(1)(A) of the Companies Act, 2013**

To consider and if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to authorize Board of Directors of the Company ("Board") to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company or, where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking(s), notwithstanding that the aggregate value of such undertaking(s) may exceed the limit of ₹100 Crore (Rupees One Hundred Crore only) as previously approved by the Members of the Company, provided that the aggregate value of the undertaking(s) so sold, leased or otherwise disposed of shall not exceed ₹250 Crore (Rupees Two Hundred Fifty Crore only).

RESOLVED FURTHER THAT the existing limit of ₹100 Crore (Rupees One Hundred Crore only) approved by the Members of the Company under Section 180(1)(a) of the Act be and is hereby enhanced to ₹250 Crore (Rupees Two Hundred Fifty Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate, finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution, including determining the terms and conditions of any such sale, lease or disposal, in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred upon it by this Resolution to any Director(s), Key Managerial Personnel or other officer(s) of the Company, as it may deem appropriate, for the purpose of giving effect to this Resolution."

8. **Approval for Increasing Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013**

To consider and if thought fit to pass, with or without modification(s) the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to borrow monies, from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, provided that the total amount so borrowed by the Board shall not, at any time, exceed Rs. 250 Crore (Rupees Two Hundred Fifty Crore only).

RESOLVED FURTHER THAT the existing borrowing limit of Rs. 100 Crore (Rupees One Hundred Crore only) approved by the Members of the Company be and is hereby enhanced to Rs. 250 Crore (Rupees Two Hundred Fifty Crore only), in accordance with the provisions of Section 180(1)(c) of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to borrow such sums as may be required from time to time, by way of loans, advances, credit facilities, debentures, bonds or other permissible instruments, from banks, financial institutions, bodies corporate or other persons, whether in India or otherwise, and on such terms and conditions as the Board may deem fit and appropriate, within the overall borrowing limit approved herein.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such agreements, documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By order of the Board
For Kiaasa Retail Limited

Sd/
Kanishka Singhal
Company Secretary & Compliance officer
Mem No.:A39678

Date: August 25, 2026
Place: Ghaziabad
Reg. Office1/37, SSGT Road Industrial Area,
Ghaziabad-201001 Uttar Pradesh
Email: cs@kiaasaretail.com
Website: www.kiaasa.com

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") setting out all material facts concerning Special Businesses to be transacted at the Annual General Meeting ("AGM" / "Meeting") is annexed hereto and forms part of this Notice.

2. Details as required under 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings (SS-2) in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

3. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

   Pursuant to the Circulars issued by Ministry of Corporate Affairs, for remote e-voting for this AGM, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private. Limited. Ph No. : 022-49614132 and 022-49700138. Shareholders may write the request to register/update their E mail address with RTA to the email: evoting@purvashare.com Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for the AGM.

4. In accordance with the MCA Circulars Nos. 20/2020 Dated 5th May 2020, 2/2022 dated 5th May 2022 and 10/2022 dated 28th December 2022, 09/2023 dated September 25, 2023, 09/2024 dated 19th September, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September 2025 (collectively referred to as 'MCA Circulars') read with circulars issued by the Securities and Exchange Board of India ('SEBI') in this regard, dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, October 7, 2023 and the latest being. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated 05th June, 2025, (collectively referred to as 'SEBI Circulars'), companies are allowed to hold AGM through video conferencing/ other audio visual means ("VC / OAVM") without the physical presence of members. The 4th AGM of the Company is being conducted through VC / OAVM, without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC / OAVM Facility is mentioned hereunder in this Notice. The deemed venue for the AGM shall be the registered Office of the Company viz 1/37, SSGT Road, Industrial Area, Lal Kuan, Ghaziabad, Uttar Pradesh-201001.

5. Pursuant to the provision of the Act, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote e-voting.

6. Since the AGM will be held through VC / OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto.

7. The details of director retiring by rotation in the ensuing AGM as required pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("Secretarial Standard - 2"), as applicable, are provided in the Annexure - I to the Explanatory Statement to the Notice.

Dispatch of Notice of AGM and Annual Report through Electronic Mode:

Pursuant to the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and the Annual Report for the financial year 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company /RTA or the Depositories. Members whose email address is not registered may contact and update their email address with their respective Depository Participant(s). Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website at www.kiaasa.com, website of the Stock Exchange i.e. Bombay Stock Exchange at www.bseindia.com and also on the website of the RTA i.e. Purva Share Transfer (India) Private Limited ("RTA"/ "Purva") at www.purvashare.com. A letter providing the web-link, including the exact path, where complete details of the Annual Report is available will be sent to those Members who have not registered their email address.

ii. **The Notice of AGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, 28th August, 2026.**

iii. **Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Wednesday, 23rd September, 2026, may obtain electronic copy of Notice of AGM and the Annual Report by sending a request to the Company or Company's RTA.**

7. **The cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Wednesday, 23rd September, 2026.**

8. **Attendance of the Members of the Company, participating in the AGM through VC/OAVM Facility will be counted for the purpose of reckoning the quorum under Section 103 of the Act.**

Purva e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Purva Sharegistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by Purva.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. The Company has connectivity with both National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') under ISIN No. INE1C3F01018

6. The Company's Registrar and Share Transfer Agent for its Share Registry Work (Physical and Electronic) is M/s Purva Sharegistry (India) Private Limited having their office at Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011

7. The Register of Members and Transfer Books of the Company will be closed from 24th September, 2026 to 30th September, 2026 (both days inclusive) for the purpose of Annual General Meeting for the Financial Year ended 31st March, 2026.

8. SEBI has mandated that any service request from members holding securities, if any, in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after 1 October 2023 shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to the RTA, Purva Sharegistry (India) Private Limited. Forms can be downloaded from the website of the Company at and website of RTA.

9. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective depository participants, where shares are held in demat mode.

10. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body's Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said

Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to ashishkapoorandassociates@gmail.com.

11. Members are requested to register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

12. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

13. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 1/37, SSGT Road, Industrial Area, Lal Kuan, Ghaziabad, Uttar Pradesh-201001 which are open for inspection by members in terms of the applicable provisions of the Act, from Monday to Friday from 10.00 a.m. to 5:00 p.m., except holidays:

i) Register of Contracts or arrangements in which directors are interested under section 189 of the Act. The said Register shall also be produced at the commencement of the AGM of the Company and shall remain open and accessible during the continuance of the meeting to any person having the right to attend the meeting.

ii) Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Act. The said Register shall be kept open for inspection at the AGM of the Company and shall be made accessible to any person attending the AGM.

14. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 5:00 p.m., except holidays, up to the date of AGM.

15. M/s Ashish Kapoor & Associates, a practicing Company Secretary (Membership No. F-7504) has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner.

16. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting and e-voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board who shall countersign the same.

17. The voting results shall be forwarded to BSE Limited, where the shares of the Company are listed, within 48 hours of the conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.kiaasa.com and on the website of Purva Sharegistry (India)Private Limited https://evoting.purvashare.com/

18. The resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e. 30th September, 2026 shall be subject to receipt of the requisite number of votes in favour of the resolutions.

19. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at cs@kiaasaretail.com by 23rd September,2026.

20. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id Folio No., PAN, mobile number at cs@kiaasaretail.com upto 23rd September, 2026.

The Members who have registered themselves as a speaker and receive a confirmation from the Company will be allowed to express their views/ask questions during the meeting.

21. The Company reserves the right to restrict the number of speakers depending on the availability of time of AGM.

22. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/ OAVM and cast their votes through e-voting.

23. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/ EGM has been uploaded on the website of the Company at www.kiaasa.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com . The AGM/EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. https://evoting.purvashare.com/.

24. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

25. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) The voting period begins on 27th September, 2026 at 9:00 a.m. and ends on 29th September, 2026 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September,2026 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 above said SEBI Circular**,** Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME/PURVA, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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

Individual Shareholders holding securities in demat mode with NSDL	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 held 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 or joining virtual meeting & voting during the meeting. 4) 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
	5) 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 or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
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 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1) The shareholders should log on to the e-voting website https://evoting.purvashare.com.
2) Click on "Shareholder/Member" 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) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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 **OR** Date of Birth (DOB)	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. ● 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 as mentioned in instruction (v).

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.

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

(ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(xii) 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.

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

(ix) Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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 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 and to the Company at the email address viz; ashishkapoorandassociates@gmail.com & cs@kiaasaretail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least

seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/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.

   If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

   All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India)

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 3, 4, 5,6,7 and 8 of the accompanying Notice dated 7th September 2026 and shall be taken as forming part of the Notice.

Item No. 3:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification (s) or re-enactment (s) thereof, for the time being in force and other prescribed regulations, every listed company and certain other prescribed categories of the Companies are required to annex a Secretarial Audit Report, issued by practicing company secretary, to their Board's Report, prepared under Section 134 of the Companies Act, 2013.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

The Board of Directors of the Company at its meeting held on 25th August, 2026, has appointed M/s **Preet Kumar & Associates**, Company Secretaries in Practice (FCS: 21750, Firm Regn. No. S2019UP661500, Peer Review No. 6508/2025), in terms of Section 204 of the Companies Act, 2013 read with rules mentioned thereto and Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as the Secretarial Auditor for a period of 5 (five) consecutive years commencing from 01st April 2026 to 31st March 2031 subject to the approval of the shareholders at the Annual General Meeting, at a remuneration as mutually decided by the Board and Secretarial Auditor.

M/s. **Preet Kumar & Associates** has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s. **Preet Kumar & Associates** has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

While recommending M/s. **Preet Kumar & Associates**, Company Secretaries for appointment, the Board evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s. **Preet Kumar & Associates** was found to be well- equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

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.

The Firm has presently conducted the Secretarial Auditor of the Company for FY 2025-26. The terms and conditions of the appointment of M/s. **Preet Kumar & Associates** include tenure of five (5) consecutive years, commencing from 01st April 2026 upto 31st March 2031 at a remuneration as may be mutually agreed between the Board and the Secretarial Auditors.

Accordingly, approval of the shareholders is sought for appointment of M/s. **Preet Kumar & Associates** as the Secretarial Auditors of the Company for the period of 5 years commencing from 1st April 2026

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4:

The Company proposes to introduce an **Employee Stock Option Scheme ("ESOP Scheme")** with the objective of attracting, retaining and motivating eligible employees and aligning their interests with the long-term growth and performance of the Company.

In order to facilitate the issue and allotment of equity shares pursuant to the exercise of stock options that may be granted under the proposed ESOP Scheme, it is considered necessary to increase the Authorised Share Capital of the Company.

Accordingly, it is proposed to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of ₹10/- each to 35,00,00,000 (Rupees Thirty Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹10/- each, by creation of 1,50,00,000 additional Equity Shares of ₹10/- each.

The proposed increase in Authorised Share Capital will provide the Company with adequate headroom to issue and allot equity shares upon exercise of options granted under the ESOP Scheme, subject to applicable laws, regulations and approvals.

Pursuant to Section 61(1)(a) of the Companies Act, 2013, the increase in Authorised Share Capital of the Company requires approval of the Members by way of an **Ordinary Resolution**.

The Board of Directors, at its meeting held on 25th August, 2026, has approved the proposal and recommends the resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

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

Item No. 5 :

The proposed insertion is intended to provide the Company with an enabling provision in its Articles of Association for making further issue of shares or other securities, from time to time, in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws, regulations and guidelines.

The proposed Article will enable the Company to issue further shares/securities by way of rights issue, preferential issue, private placement, employee stock option scheme or through such other permissible modes, subject to the applicable statutory and regulatory requirements and approvals.

Accordingly, it is proposed to insert a new Article No. 92 after Article No. 91 of the Articles of Association of the Company, as set out in the resolution forming part of the Notice.

The proposed alteration of the Articles of Association requires the approval of the Members by way of a Special Resolution pursuant to Section 14 of the Companies Act, 2013.

The Board of Directors, at its meeting held on 25th August, 2026 considered and approved the proposed alteration of the Articles of Association and recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

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

Item No. 6:

Company appreciates the critical role played by people in the organizational growth. It strongly feels that the value created by its people should be shared with them. To promote the culture of employee ownership, and to attract and retain valuable talent and resources towards the Company' growth, it is contemplating to implement an Kiaasa-Employee Stock Option Plan 2026 ('ESOP 2026') for its employees as well as employees of its Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company.

The Company intends to implement the ESOP 2026 and grant Employee Stock Options ('ESOP Options') to the eligible employee(s), over the time, with an objective to achieve sustained growth of the Company and create shareholder value by aligning the interests of the employees with the long-term interests of the Company, to attract, incentivize and retain key talent as well as to motivate the employees to contribute to the Company's growth and profitability, and to recognize and reward the efforts of employees and their continued association with the Company and its group Company(ies).

The Company seeks approval of the members in respect of ESOP 2026 and for grant of ESOP Options to the eligible employees / Directors of the Company and that of its Group Company (ies) as may be decided by Board and / or the Nomination and Remuneration Committee ("Committee") and/ or other approvals as required, from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") and other applicable laws and regulations.

The Board of Directors at its meeting held on 25th August, 2026 has approved the proposal for introduction of the ESOP 2026, subject to the approval of the Members and such other approvals as may be required under applicable laws.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations are as under:

a. **Brief Description of the Scheme**: The Scheme shall be called as Kiaasa - Employee Stock Option Plan 2026' ("ESOP 2026").

   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.

b. **The total number of Stock options to be offered and granted:**

   1. Total number of Options aggregating to 18,23,000 (Eighteen Lakhs Twenty Three Thousand) would be available for grant to 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 in one or more tranches under ESOP 2026. Each option when exercised would be converted into 1 (one) equity share of the Company of Rs. 10/- each fully paid-up.

   2. If an ESOP Option expires or becomes un-exercisable due to any other reason, it shall become available for future Grants, subject to compliance with all applicable laws. The Committee will have powers to re-grant such Options.

   3. In the case of corporate action(s) such as rights issues, bonus issues, sub-division, split or consolidation of shares, any change in capital structure , merger, reconstitution, dissolution, liquidation or reorganization, exchange of shares, share swaps, sale of all or substantially all of the assets of the Company or a transaction similar thereto, or any other event which in the judgment of the Committee necessitates action of making a fair and reasonable adjustment to the number of Grants and/or Exercise Price, such adjustment shall be made in a manner that the Committee considers prudent and reasonable.

c. **Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s):**

   Subject to the determination / selection by the Committee, the following class of employees are eligible to be granted Options under the "ESOP 2026":

   1. an employee as designated by the Company, who is exclusively working in India or outside India; or

   2. a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; or

   3. an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include—

      a. an Employee who is a Promoter or a person belonging to the Promoter group; or

      b. a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

d. **Requirements of vesting and period of vesting:**

   1. The Options granted shall vest so long as an Employee continues to be in the employment of the Company or the Holding Company, Associate Company, Group Company or its Subsidiary Company, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of 1 (One) year. In the event of Death or Permanent Incapacity of an Employee, the minimum Vesting Period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the Death or Permanent Incapacity.

   2. The vesting dates in respect of the Options granted under the Scheme may vary from Employee to Employee or any class thereof and/or in respect of the number or percentage of Options granted to an Employee.

   3. Options shall vest essentially based on continuation of employment and apart from that the Committee may prescribe other performance / other condition(s) for vesting. The vesting may occur in tranches or otherwise.

   4. Options granted under ESOP 2026 would vest subject to maximum period of 2 (two) years from the date of respective grant of such Options.

   5. Subject to satisfaction of applicable performance conditions 50% of the Options shall vest upon completion of one year from the Grant Date, and the remaining 50% shall vest upon completion of two

years from the Grant Date, unless otherwise specified in the Grant Letter.

6. There shall be a minimum one-year cliff from the grant of the option.

7. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the document(s) given to the Option Grantee at the time of grant of Options.

8. The period of Long Leave shall not be considered in determining the Vesting Period in the event the Employee is on a sabbatical. In all other events including approved earned leave and sick leave, the period of leave shall be included to calculate the Vesting Period unless otherwise determined by the Board / Committee.

9. The Committee may prescribe a different vesting pattern within the overall two-year vesting period, provided that such pattern complies with Applicable Laws and the minimum vesting requirements under the SEBI SBEB & SE Regulations.

10. No Option shall vest unless the applicable service and performance conditions have been satisfied.

11. The Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

e. Maximum period (subject to regulation 18(1) and 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested:

The maximum period within which the Options shall be vested is two (2) years from the Date of Grant.

f. Exercise price, purchase price or pricing formula:

The Exercise Price shall be as may be decided by the Committee as per the provisions of the Companies Act, and SEBI (SBEB and Sweat Equity) Regulations., which in any case will not be lower than the face value of the equity Shares and not more than the closing market price as on the previous day of the date of Grant by the Company. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates.

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the Stock Options as are applicable to the Company for the same

g. Exercise period/offer period and process of exercise/ acceptance of offer:

The Exercise period shall not be more than 2 (Two) years from the date of respective vesting of Options. The Options vested may be exercised by the Grantee at one time or at various points of time within the exercise period as determined by the Committee from time to time.

The Vested Options shall be exercisable by the Employees by a written application (or by electronic means through a software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee, from time to time. The Options shall lapse, if not exercised within the specified exercise period.

h. The appraisal process for determining the eligibility of employees for the scheme(s):

The Board of Directors may on the basis of criteria prescribed by Nomination & Remuneration Committee, determine the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

i. Maximum number of options to be offered and issued per employee and in aggregate:

The maximum number of options to be granted per employee per grant in any financial year shall not exceed one percent (1%) of the issued capital of the Company at the time of grant of options during any one year.

The maximum number of Options that shall be granted to the employees in any one year and in aggregate under ESOP 2026 shall not be exceeding 18,23,000 (Eighteen Lakhs Twenty Three Thousand) options.

The Board and / or the Committee may decide to grant such number of Options equal to or exceeding 1% of the issued share capital of the Company to any eligible Employee as the case may be, subject to the separate approval of the shareholders in a general meeting.

j. Maximum quantum of benefits to be provided per employee under a scheme(s);

The aggregate number of equity shares upon Exercise of all Options under this ESOP Plan, shall not exceed 18,23,000 (Eighteen Lakhs Twenty Three Thousand) equity shares of face value of Rs. 10/-(Rupees Ten only), each fully paid up, of the Company.

k. Whether the scheme(s) is to be implemented and administered directly by the company or through a trust:

The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism. The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

l. Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both:

The Company shall issue new shares on exercise of stock options under the Kiaasa-Employee Stock Option Plan 2026.

m. The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be

made by the trust for the purposes of the scheme(s):

Not applicable, since the Scheme is proposed to be implemented by direct route.

o. **Disclosure and accounting policies:**

The Company shall comply with all applicable disclosure requirements, relevant accounting standards prescribed under Section 133 of the Companies Act, 2013, or by any other competent authority, including guidance notes on accounting for employee share-based payments in line with Regulation 15 of the SEBI (SBEB & SE) Regulations.

p. **The method which the company shall use to value its options:**

The Company shall adopt 'Fair Value Method' for valuation of Options as prescribed under Guidance Note or under any relevant accounting standard notified by the authorities from time to time..

q. **The following statement, if applicable:**

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

r. **Period of lock-in:**

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Committee may, in some cases, provide for lock-in of Shares issued upon the exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

The transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading.

s. **Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The Committee shall in accordance with this Scheme and Applicable Laws determine the procedure for buy-back of specified securities issued under SEBI SBEB and Sweat Equity Regulations, if to be undertaken at any time by the Company and the applicable terms and conditions, including:

t. permissible sources of financing for buy-back;

u. any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

v. limits upon quantum of specified securities that the Company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

In terms of provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and Regulation 6(3)(c) and (d) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 ("SEBI SBEB Regulations"), consent of the members/shareholders is being sought by way of Special Resolution(s) set out at Item Nos. 6 of this Notice for grant of options to the 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.

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

The Directors, Key Managerial Personnel of the Company and their respective relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their eligibility and participation, if any, in the ESOP Scheme and/or their shareholding, if any, in the Company.

Item No. 7:

The Members of the Company had previously authorized the Board of Directors under Section 180(1)(a) of the Companies Act, 2013 to create mortgages, charges, hypothecation, pledges or other encumbrances on the movable and/or immovable properties and assets of the Company for securing the borrowings and financial obligations of the Company.

Considering the Company's expanding business operations, future growth plans and increased funding requirements, it is proposed to enhance the existing limit to enable the Board of Directors to create such mortgages, charges, hypothecation, pledges, liens or other encumbrances on the movable and/or immovable properties and assets of the Company, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, in favour of banks, financial institutions, non-banking financial companies, trustees for debenture holders, security trustees, or other lenders, for securing the borrowings and other financial obligations of the Company, up to an aggregate amount not exceeding **Rs. 250,00,00,000 (Rupees two hundred and Fifty Crores only)** or such other amount as may be approved by the Members from time to time.

Pursuant to Section 180(1)(a) of the Companies Act, 2013, the Board of Directors may create such security over the whole or substantially the whole of the undertaking(s) of the Company only with the approval of the Members by way of a Special Resolution.

The enhanced limit is proposed to align with the revised borrowing limits of the Company and to provide adequate flexibility to the Board for raising funds and securing such borrowings in the best interests of the Company.

Accordingly, the approval of the Members is sought by way of a

Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, authorizing the Board of Directors (including any Committee thereof) to create such mortgages, charges, hypothecation, pledges, liens or other encumbrances as may be necessary for securing the borrowings of the Company up to the enhanced limit.

The Board of Directors recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the Members.

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

Item No. 8:

In order to support the Company's business operations, future growth plans, capital expenditure requirements, working capital requirements, strategic investments, acquisitions, and other general corporate purposes, the Company may require additional financial assistance from time to time.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company only with the approval of the Members by way of a Special Resolution.

Considering the Company's present and future business requirements and to provide adequate financial flexibility, it is proposed to authorize the Board of Directors (including any Committee thereof) to borrow, from time to time, such sums of money as may be required for the purposes of the business of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total outstanding borrowings shall not exceed Rs. 250,00,00,000/- **(Rupees Two hundred and fifty crores only)** at any point in time.

The proposed borrowing limit is intended to provide the Company with the necessary financial flexibility to meet its present and future funding requirements and does not imply that the Company will immediately borrow up to the approved limit.

Accordingly, the approval of the Members is sought by way of a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, to authorize the Board of Directors to borrow monies up to the aforesaid limit.

The Board of Directors recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

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

By order of the Board
For Kiaasa Retail Limited

Sd/
Kanishka Singhal
Company Secretary & Compliance officer
Mem No.:A39678

Date: August 25, 2026
Place: Ghaziabad
Reg. Office1/37, SSGT Road Industrial Area,
Ghaziabad-201001 Uttar Pradesh
Email: cs@kiaasaretail.com
Website: www.kiaasa.com

Annexure - I
ADDITIONAL INFORMATION

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for Item No. 2

Details of Director seeking re-appointment:

Name of Director	**Mr. Binod Kumar Ranjan**
Director Identification Number (DIN)	**09110777**
Brief Resume	**Mr. Binod Kumar Ranjan** aged 45 years is Non-Executive Director on the board of our Company. He holds post graduate diploma in Business Management from Master School of Management, Meerut. He holds over 20 years of experience in exceptional leadership skills and unwavering commitment to Company's growth. He has been an instrumental in driving key business activities, overseeing operations and leading various teams with efficiency and dedication. He started his career as a Marketing Executive in an export house (Sharda Exports) and gained invaluable insights into international trade and market dynamics. He is currently working with Javi Homes Private Limited designated as Vice President. c.
Date of Birth (Age in years)	16/08/1981
Qualification	Post graduate diploma in Business Management from Master School of Management
Experience and expertise in specific functional area	Entrepreneurial experience in Finance, Sales, Distribution, Retail and e-Commerce, Export and marketing
Terms and conditions of appointment / re-appointment and remuneration to be paid	The present resolution seeks approval of the Members for re-appointment of Mr. Binod Kumar Ranjan, Non-Executive Director as a Director liable to retire by rotation. The terms and conditions shall be same as approved by the members at the Extra Ordinary General Meeting held 10th October, 2024
Details of remuneration last drawn (Financial Year 2025-26)	No remuneration was paid during the year
Date on which first appointed on the Board	10th October,2024
Details of shareholding in the Company including shareholding as a beneficial owner as on date of Notice	22,500 equity shares of face value of Rs. 10/- each
Relationship with other Directors / Key Managerial Personnel ("KMP") (if any)	NA
Number of Board Meetings attended during the year 2025-26	Held -20 Attended - 9
Details of Directorships / Committee Chairmanship and Memberships in other companies as on date of Notice	Directorships: Nil Committee Chairmanships/Memberships: Nil
Name of the listed entities from which the director has resigned during the past three years	Tiki Global Private Limited
The skills and capabilities required for the role and the manner in which the proposed person meets such requirement	The proposed re-appointment is in the interest of the Company, considering his extensive knowledge, experience, skills and expertise. His continued association with the Company will enable the Board to benefit from his experience and valuable guidance in matters relating to the business and overall growth of the Company
Performance evaluation report or summary thereof	Not Applicable