CAPRICON REALTY PRIVATE LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014]

To,
Members of **Capricon Realty Private Limited**,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time] read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), that the Resolution set out below is proposed for approval by the members of Capricon Realty Private Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting").

The proposed Resolution and Explanatory Statement setting out material facts as required in terms of Section 102(1) of the Act read with the rules framed thereunder, concerning the Resolutions mentioned in this Postal Ballot Notice ("Notice") are annexed hereto for seeking consent of the Members of the Company through remote e-voting.

SPECIAL BUSINESS

Substitution of the existing Articles of Association of the Company with a new set of Articles of Association, and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and any other applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to adopt a new set of Articles of Association in total exclusion, substitution and supersession of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Raoul Thackersey, Chairman and Joint Managing Director and Ms. Tanya Thackersey, Joint Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Registrar of Companies or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.

RESOVED FURTHER THAT Mr. Raoul Thackersey, Ms. Tanya Thackersey, Ms. Tara Thackersey, Directors of the Company and Mr. Hrishikesh Narkar, Company Secretary of the Company be and are hereby severally authorised to give a certified copy of the resolution.**"**

By Order of the Board of Directors
For **Capricon Realty Private Limited**

Sd/-
Raoul Thackersey
Chairman & Joint Managing Director
DIN: 00332211

Place: Mumbai
Date: 23rd June, 2026

Registered Office:
Sir Vithaldas Chambers, 16,
Mumbai Samachar Marg,
Fort, Mumbai 400 001

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act and rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the nature of concern or interest, financial or otherwise, and other information and facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, are appended herein below.

2. The Board of Directors in compliance with the Rules, have appointed M/s. Dholakia & Associates LLP, Practicing Company Secretaries, Mumbai as Scrutinizer (hereinafter called the "Scrutinizer"), for conducting the said Postal Ballot, through e-voting process in a fair and transparent manner. Mr. Nrupang B. Dholakia, Managing Partner (Membership No. F10032) and in his absence Ms. Michelle Martin, (Membership No. A26000), Designated Partner will represent M/s. Dholakia & Associates, LLP, Practicing Company Secretaries. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

3. The Company has engaged the services of Purva Sharegistry (India) Private Limited ("Registrar and Transfer Agent") as the agency to provide e-voting facility.

4. In compliance with the MCA Circulars this Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners as – maintained & received from the Depositories - as on Friday, 19th June, 2026 (Cut-off Date). The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). The Postal Ballot Notice will also be sent by registered/speed post to all the members as on the cut off-off date at their address registered with the Company.

5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories/RTA shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.

6. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the RTA at https://www.computechsharecap.com/forms-center/) duly filled and signed along with requisite supporting documents to Computech Sharecap Limited at 3rd Floor, 145-147 Mahatma Gandhi Road, Fort, Mumbai 400 001.

7. Members may please note that the Postal Ballot Notice along with the Explanatory Statement, instructions and manner of voting will be available on the Company's website at www.capriconrealty.com and on the website of Purva Sharegistry (India) Private Limited at www.purvashare.com until the last date of e-voting.

8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

9. The documents referred to in this Postal Ballot Notice will be available for inspection at the registered office of the Company situated at 'Sir Vithaldas Chambers' 16, Mumbai Samachar Marg, Fort, Mumbai - 400 001 on all working days except Saturdays and Public Holidays between 10.00 A.M and 2.00 P.M. and electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to contact@capriconrealty.com mentioning his / her / its folio number / DP ID and Client ID.

10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorised by him. The results of e-voting will be announced within 2 (two) working days from the end of the e-voting period and will be displayed on the Company's website at www.capriconrealty.com and the website of Purva Sharegistry (India) Private Limited at www.purvashare.com.

11. Instruction for voting through postal ballot:

a) The Company is providing e-voting facility of Purva Sharegistry (India) Private Limited to its members to exercise their right to vote on the proposed resolutions by electronic means.

b) The e-voting facility will be available during the following voting period:

Commencement of e-voting:	**09.00 a.m. (IST) on Wednesday, 24th June, 2026**
End of e-voting:	**05.00 p.m. (IST) on Thursday, 23rd July, 2026**

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Purva Sharegistry (India) Private Limited upon expiry of the aforesaid period.

c) **Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.**

d) The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Thursday, 23rd July, 2026.

e) The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

f) Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

g) All "members holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below.

12. The declared results along with the report of the scrutinizer shall be uploaded on the website of the Company at www.capriconrealty.com.

13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one vernacular daily newspaper (in vernacular language).

<u>INFORMATION AND INSTRUCTIONS FOR E-VOTING BY SHAREHOLDERS</u>

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 e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

<u>ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.</u>

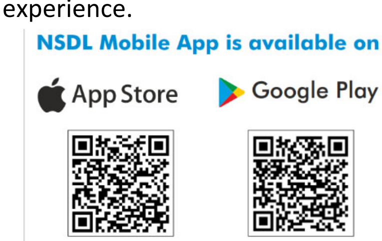
Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for "Capricon Realty Private Limited". On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the 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 Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name "Capricon Realty Private Limited" or e-Voting service provider name "Purva Sharegistry (India) Private Limited" and you will be re-directed to Purva Sharegistry (India) Private Limited website for casting your vote during the remote e-Voting period.

2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name "Capricon Realty Private Limited" or e-Voting service provider name "Purva Sharegistry (India) Private Limited" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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



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** "Capricon Realty Private Limited" **or e-Voting service provider name** "Purva Sharegistry (India) Private Limited" 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 (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name "Capricon Realty Private Limited" or e-Voting service provider name "Purva Sharegistry (India) Private Limited" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

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 toll free no. 1800 22 55 33
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.com or call at: 022 - 4886 7000 and 022 - 2499 7000

ACCESS THROUGH PURVA E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE

Login method for e-Voting for **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 EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***

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 individuals and Shareholders holding shares in 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).

(i) After entering these details appropriately, click on “SUBMIT” tab.

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

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

(iv) Click on the EVENT NO. for the relevant Company Name, i.e., Capricon Realty Private Limited on which you choose to vote.

(v) 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.

(vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(vii) 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.

(viii) 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 at email id scrutinizer@dholakia-associates.com and to the Company at the email address contact@capriconrealty.com

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** at **contact@capriconrealty.com** or RTA’s email id at helpdesk@computechsharecap.in .

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 through Depository.

If you have any queries or issues regarding e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

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.

CAPRICON REALTY PRIVATE LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

There are certain enabling and ancillary provisions permissible under the Companies Act, 2013 which are desirable for better corporate governance and administrative convenience, but they were not expressly incorporated in the existing Articles of Association of the Company. Therefore, it is considered prudent and desirable to adopt a new set of Articles of Association in complete substitution and exclusion of the existing Articles of Association of the Company.

In light of the aforesaid, the Company proposes to replace the existing Articles of Association of the Company with the new set of Articles of Association.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection at the registered office of the Company situated at 'Sir Vithaldas Chambers' 16, Mumbai Samachar Marg, Fort, Mumbai - 400 001 on all working days except Saturdays and Public Holidays between 10.00 A.M and 2.00 P.M and electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to contact@capriconrealty.com mentioning his / her / its folio number / DP ID and Client ID. The same would also be uploaded on the Company's Website for perusal by the shareholders.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company.

The Board recommends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

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

By Order of the Board of Directors

For Capricon Realty Private Limited

Sd/-

Raoul Thackersey
Chairman and Joint Managing Director
DIN: 00332211

Registered Address:
Sir Vithaldas Chambers, 16,
Mumbai Samachar Marg,
Fort, Mumbai 400 001