

Date: April 17, 2026

To,
The Manager,
Listing Department
National Stock Exchange of India Limited ("NSE")
"Exchange Plaza", Plot No. C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai 400 051

Symbol: ELGNZ
ISIN: INE0R9101015

Subject: Corrigendum to the Notice of Postal Ballot dated March 27, 2026 of Eleganz Interiors Limited ("the Company")

Dear Sir/Madam,

This is with reference to the Notice of Postal Ballot dated March 27, 2026 ("Notice") issued to the Members of Eleganz Interiors Limited ("the Company") on March 27, 2026 and ongoing e-voting which commenced on Saturday, March 28, 2026, 09:00 a.m. (IST) and ends on Sunday, April 26, 2026, 5:00 p.m. (IST). We wish to inform that in accordance with applicable laws, the Company has today, i.e. April 17, 2026, dispatched a Corrigendum to the Notice of Postal Ballot dated March 27, 2026 ("Corrigendum"), by electronic mode to those shareholders to whom the Notice of Postal Ballot dated March 27, 2026, was sent by the Company.

This Corrigendum is being issued to inform the Members of the Company about certain alterations and provide clarifications in Item No. 1 of the Explanatory Statement forming part of the Notice.

The Corrigendum is enclosed herewith as Annexure A, and a corrected version of the Notice of Postal Ballot incorporating the alterations and clarifications as per the Corrigendum (for ease of reference to the Members of the Company), is enclosed herewith as Annexure B.

This Corrigendum will also be available on the website of the Company at www.eleganz.co.in, website of the Stock Exchanges on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited at www.nseindia.com and the website of NDSL at evoting@nsdl.com.

Please take the same on your records. Thank you.

Yours Faithfully,
For Eleganz Interiors Limited

Sameer Pakvasa
Managing Director & CEO
DIN: 01217325

ANNEXURE – A

CORRIGENDUM TO THE NOTICE OF POSTAL BALLOT DATED MARCH 27, 2026

Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

Dear Members,

This is with reference to the Notice of Postal Ballot dated March 27, 2026 issued to the Members of Eleganz Interiors Limited (“the Company”) and ongoing e-voting available from Saturday, March 28, 2026, 09:00 a.m. (IST) to Sunday, April 26, 2026, 5:00 p.m. (IST).

The Notice of Postal Ballot dated March 27, 2026 (“Postal Ballot Notice”) was dispatched via email to the Members of the Company on March 27, 2026, in due compliance with the provisions of the Companies Act, 2013, and Rules made thereunder, read with the Circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India, respectively. We draw attention of all the Members of the Company towards the said Postal Ballot Notice.

This Corrigendum is being issued in continuation of the postal ballot notice dated March 27, 2026, to the Members of the Company to incorporate the following changes in the explanatory statement w.r.t. Item No. 1 of the said Postal Ballot Notice.

Pursuant to the requirements of Regulation 28(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company had filed applications for obtaining in- principle approval of Stock Exchanges i.e. National Stock Exchange of India Limited for the proposed issuance of Warrants convertible into Equity Shares on preferential basis to be issued to Mr. Sameer Akshay Pakvasa, Promoter, Managing Director and Chief Executive Officer of the Company. This Corrigendum is being issued to inform the Members about certain alterations and provide clarifications in the Explanatory Statement forming part of the Postal Ballot Notice for resolution proposed in Item No. 1 therein, as provided hereunder:

Clause (b) of Item No. 1 of the Explanatory statement on Page no. 19 titled “Objects of the Preferential Allotment” of the Postal Ballot Notice stands amended, substituted and be read as under:

“The proceeds from the issue, amounting to Rs. 6,64,00,000/- (Rupees Six Crore Sixty-Four Lakh Only) will be strategically utilized to support the Company’s business growth, strengthen its financial position, and improve operational capabilities. The key objects of the issue are as follows:

1. To fund the long term capital requirements for future growth of the Company and
2. To meet the working capital requirements of the Company.

The requirement stipulated by National Stock Exchange of India Limited Circular NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not

applicable as the issue size of the preferential issue is less than Rs. 100 Crore (Indian Rupees One Hundred Crores).

We confirm that the above deployment of funds is expected to be completed within the financial years 2026–27, 2027–28 and 2028-29, subject to actual business requirements and other external conditions.”

The certificate received from M/s KDA & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations is also made available on the website of the Company at <https://eleganz.co.in/investors/disclosure-under-regulation>.

This Corrigendum to the Postal Ballot Notice shall form an integral part of the Postal Ballot Notice, which has already been circulated to the Members of the Company, and on and from the date hereof, the Postal Ballot Notice shall always be read in conjunction with this Corrigendum.

Accordingly, all concerned Members, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, agencies appointed for e-voting, other Authorities, regulators, and all other concerned persons are requested to take note of the above changes. All other contents of the Postal Ballot Notice, save and except as modified or supplemented by this Corrigendum, shall remain unchanged.

This Corrigendum dated April 17, 2026, will also be available on the website of the Company at www.eleganz.co.in, website of the Stock Exchange on which the equity shares of the Company are listed i.e. National Stock Exchange of India Limited at www.nseindia.com and the website of NDSL at evoting@nsdl.com.

We would like to inform all those Members, who have already casted their votes in the ongoing postal ballot i.e. after the start of e-Voting towards the postal ballot but prior to receiving this Corrigendum to postal ballot dated April 17, 2026 and if they wish to modify their votes in light of the information provided in the Corrigendum, they can do so by writing an email to the scrutinizer at the following email address team@cskda.com with a copy marked to evoting@nsdl.com on or before 5.00 P.M. (IST) of April 26, 2026. The scrutinizer will ensure that any modifications to the votes are duly recorded and taken into consideration. This Corrigendum is being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) as on the cut-off date i.e. Friday, March 20, 2026.

**By Order of the Board of Directors
For Eleganz Interiors Limited**

Sd/-

**Sameer Akshay Pakvasa
(Managing Director & CEO)**

DIN: 01217325

**Place: Mumbai
Date: April 17, 2026**

ANNEXURE B
NOTICE OF POSTAL BALLOT/E-VOTING

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration Rules), 2014)

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the "Act") read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), Secretarial Standard-2 on General Meetings (the "SS-2") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), and other applicable laws, Rules and Regulations, if any (including any statutory modifications, amendments or re-enactments thereof for the time being in force) read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020 and subsequent Circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (the "MCA Circulars") for holding general meetings/ conducting postal ballot process, **Eleganz Interiors Limited** (the "Company") is seeking approval of the Members for the matters included in the resolution proposed to be passed through Postal Ballot by way of remote e-Voting.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company/ Depositories and the communication of assent / dissent of the Members will take place through the remote e-voting system. If your email address is not registered with the Company/ Depositories, please follow the process provided in the Notes to this Notice.

An Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, setting out the material facts pertaining to the resolutions mentioned in this Postal Ballot Notice, is annexed hereto. Pursuant to Rule 22(5) of the Rules, the Board of your Company at its meeting held on **Tuesday, March 24, 2026**, has appointed **KDA and Associates, Practicing Company Secretaries** as Scrutinizer to scrutinize the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to all its members. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

The remote e-voting period commences at **9.00 A.M. (IST) on Saturday, March 28, 2026** and ends at **5.00 P.M. (IST) on Sunday, April 26, 2026 (both days inclusive)**. During this period, members of the Company holding equity shares as on the cut-off date, i.e., **Friday, March 20, 2026**, may cast their vote electronically. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The

results of the Postal Ballot will be announced on or before 5.00 P.M. (IST) on **Tuesday, April 28, 2026**. The said results along with the Scrutinizer's Report will be placed on the website of the Company at www.eleganz.co.in and on the website of NSDL at evoting@nsdl.com and shall also be communicated to National Stock Exchange of India Limited where the equity shares of the Company are listed.

SPECIAL BUSINESS

Item No. 1: To issue 8,00,000 Convertible Warrants to the Promoters on a Preferential Basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“ICDR Regulations”**) and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the **“Takeover Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and National Stock Exchange of India Limited (SME Platform), the Stock Exchange where the shares of the Company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

- i. Upto 8,00,000 (Eight Lakhs Only) convertible warrants (**‘Warrants’**), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 83/- (Rupees Eight Three Only) (Warrant Issue Price) per Warrant including of premium Rs. 73/- (Rupees Seventy Three Only) each, aggregating to Rs. 6,64,00,000/- (Rupees Six Crore Sixty Four Lakh Only) to the Promoters (hereinafter **“Issue of Warrants”**) as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Sameer Akshay Pakvasa	Promoter	8,00,000	Promoter
Total			8,00,000	

On such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act;

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is **March 27, 2026**, being the date 30 days prior to the date of remote evoting closure date of Postal Ballot and the minimum issue price has been determined as **Rs. 79.58/-**, in terms of the applicable provisions of the ICDR Regulations;

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity Shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire Equity Shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company;
- ii The said Warrants shall be issued and allotted by the Company to Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions;
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum and Articles of Association of the Company;
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing

a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;

- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957;
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof;
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company;
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted Equity Shares shall be listed on the Stock Exchange subject to the receipt of necessary permissions and approvals;
- ix The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders;
- x The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottee(s) inviting them to subscribe to the Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit

without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of Separate Bank Account, Filing of Corporate Action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

Item 2: To approve addition in the main object clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions of the Companies Act, 2013, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“LODR Regulations”**) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India and National Stock Exchange of India Limited (SME Platform), the Stock Exchange where the shares of the Company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time read with the rules framed thereunder such other approvals, sanctions, permissions of appropriate authorities department or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded for adding the following points in Clause III (A) of the Memorandum of Association of the Company following the numbering of the existing object (1) and continue labelling the additional object as (2) and thereafter:

2. *To carry on the business of designing, planning, engineering, procuring, fabricating, manufacturing, assembling, supplying, transporting, installing, constructing, testing, commissioning, and delivering, on a turnkey, single-contract, or phased-delivery basis, all categories of projects, buildings, structures, facilities, environment systems, and works of every description, whether new construction, renovation, refurbishment, expansion, fit-out, retrofit, adaptive reuse, or redevelopment, including but not limited to:*

a. all interior and exterior works including civil, structural, architectural, mechanical, electrical, plumbing, fire protection, HVAC, building management, vertical transportation, facade,

cladding, roofing, glazing, waterproofing, acoustic, flooring, ceiling, partition, joinery, painting, and finishing works of every kind;

- b. all site development and external works including grading, earthworks, roads, pathways, driveways, parking structures, landscape design and installation, hardscape, softscape, water features, irrigation systems, external lighting, signage, boundary walls, fencing, and all utility and drainage works;*
- c. all technology, End Points, peripherals & appliances, imaging & Printing, data, and communication systems including structured cabling, fibre optic networks, networking and switching systems, server and storage systems, precision cooling systems, power distribution and conditioning systems, uninterruptible power supply systems, standby power generation, battery energy storage, building automation, environmental monitoring, fire detection and suppression including gas-based systems, physical security and access control, CCTV and surveillance, audio-visual and conferencing systems, and any other technology systems;*
- d. all specialised systems and equipment including baggage handling systems, passenger boarding bridges, flight information display systems, security screening installations, check-in and self-service systems, wayfinding systems, public address systems, kitchen and food service equipment, vending machines, laundry systems, material handling systems, conveyor systems, clean room systems, laboratory systems, and any other specialised systems specific to the facility or sector being served;*
- e. all energy and sustainability systems including solar photovoltaic systems, wind energy systems, electric vehicle charging stations, co-generation and tri-generation systems, waste heat recovery, micro-grids, smart metering, energy management systems, water treatment and recycling systems, waste management systems, and any other renewable energy or environmental systems;*
- f. all furniture, fixtures, fittings, furnishings, equipment, and other movable assets of every description required for the completion, furnishing, and equipping of any project;*

for any end-use or sector whatsoever including commercial offices, corporate campuses, technology parks, data centres, colocation facilities, airports, railway & metro stations, bus terminals, ports, logistics facilities, hospitals, clinics, laboratories, educational institutions, retail, hospitality, residential, co-working, co-living, industrial, warehousing, government, defence, and any other category of built environment, and to buy, sell, import, export, distribute, trade, and deal in all categories of materials, equipment, systems, components, products, furniture, fixtures, fittings, and any other goods used in or ancillary to any of the foregoing activities, and to provide consulting, advisory, project management, construction management, cost management, quantity surveying, design, engineering, and any other professional services in connection with any of the foregoing, for public and private clients throughout India and/or outside India.

- 3. To purchase, own, hold, maintain, repair, replace, refurbish, upgrade, redeploy, and provide on hire, rent, licence, operating lease or, Finance Lease or under any other permitted leasing or*

bailment arrangements, any and all categories of tangible movable and immovable assets, whether designed, procured, constructed, installed, or deployed by the Company or acquired from third parties, including but not limited to furniture, fixtures, fittings, furnishings, Interior & Workplace systems, passive cabling network and technology assets, equipment, tools, appliances, and any other tangible property of every description that forms part of, or is ancillary to, any project, building, structure, facility, environment, or works of the kind described in Clause 2 above, and to enter into rental, lease, hire, bundled rental-and-service, membership, subscription, or other agreements and to collect, receive, and recover rentals, hire charges, lease rentals, licence fees, service charges, subscription fees, and any other periodic or one-time charges in respect thereof, and to manage the complete lifecycle of such assets including procurement, deployment, inventory management, condition monitoring, preventive and corrective maintenance, insurance, replacement, upgrade, refurbishment, redeployment, remarketing, disposal, and residual value realisation through sale, auction, trade-in, recycling, or any other means, for any end-use or sector whatsoever, for clients throughout India and/or outside India.

4. *To purchase, take on lease, licence, or otherwise acquire, and to own, hold, develop, design, build, fit out, furnish, equip, operate, manage, and maintain spaces of every description, whether owned by the Company or by third parties, including but not limited to commercial office spaces, co-working spaces, flexible workspaces, serviced offices, business centres, executive suites, meeting and conference facilities, training centres, innovation labs, incubation and accelerator spaces, serviced apartments, co-living spaces, student housing, worker accommodation, guest houses, boutique hospitality venues, wellness centres, fitness centres, clubs, lounges, event spaces, retail spaces, food and beverage outlets, and any other managed or operated space format, and to provide such spaces on rent, licence, lease, membership, subscription, pay-per-use, or any other commercial basis, together with all associated workplace, hospitality, and operational services including but not limited to reception, concierge, IT support and connectivity, printing and reprography, mail and courier handling, pantry and cafeteria management, housekeeping, cleaning, security, access control, parking management, transport, energy management, waste management, pest control, landscaping and grounds maintenance, and any other hard or soft facility management services, and to act as operator, manager, or managing agent for spaces owned by third parties on a management fee, revenue-share, profit-share, lease-and-operate, franchise, brand licence, or any other commercial basis, and to develop, own, licence, and operate technology platforms, software applications, mobile applications, and digital tools for the management, booking, utilisation, analytics, and optimisation of such spaces and services, and to collect, receive, and recover rent, licence fees, membership fees, subscription charges, service charges, management fees, and any other charges in respect thereof, for clients, members, occupants, and users throughout India and/or outside India.*
5. *To raise, mobilise, and procure funds and financing of every description, whether from domestic or foreign sources, for the purposes of the Company's business, including but not limited to:*
 - a. *borrowing money from banks, financial institutions, non-banking financial companies, development finance institutions, multilateral agencies, insurance companies, pension funds, sovereign wealth funds, private credit funds, and any other lenders or providers of finance, whether in India or abroad, on such terms and security as the Company may think fit;*

- b. issuing, offering, and allotting debentures, bonds, notes, commercial paper, and any other debt instruments or securities, whether secured or unsecured, convertible or non-convertible, listed or unlisted, rated or unrated, in India or in any foreign jurisdiction, including through special purpose vehicles, trusts, or any other structures established for such purpose;*
- c. assigning, transferring, selling, factoring, discounting, securitising, pledging, hypothecating, or otherwise dealing with or disposing of the Company's book debts, trade receivables, rental receivables, lease receivables, instalments, contractual payment obligations, and any other receivables or future cash flows, whether with recourse or without recourse, to banks, financial institutions, non-banking financial companies, asset reconstruction companies, special purpose vehicles, trusts, or any other entities, and entering into receivables purchase agreements, factoring agreements, assignment agreements, securitisation arrangements, and any other agreements in connection therewith;*
- d. facilitating, arranging, structuring, and intermediating financing solutions for clients, subsidiaries, and project entities in connection with the Company's business, including liaising with banks, financial institutions, and any other providers of finance for the provision of credit facilities, lease financing, rental financing, project finance, and structured finance;*
- e. entering into hedging, derivative, currency swap, interest rate swap, and any other risk management arrangements in connection with the Company's borrowings, receivables, or foreign currency exposures;*
- f. providing guarantees, corporate guarantees, comfort letters, letters of support, and any other forms of credit support or credit enhancement in connection with the obligations of the Company's subsidiaries, special purpose vehicles, joint ventures, or project entities;*

Provided always that the Company shall not carry on the business of lending, advancing loans, accepting deposits, or any other activity that would require registration as a non-banking financial company under the Reserve Bank of India Act, 1934 or any statutory modification or re-enactment thereof.

- 6. To promote, form, incorporate, acquire, and hold shares, interests, or membership in subsidiaries, wholly-owned subsidiaries, step-down subsidiaries, special purpose vehicles, joint ventures, associate companies, limited liability partnerships, trusts, and any other entities or bodies corporate, whether in India or in any foreign jurisdiction including but not limited to Singapore, United Kingdom, United Arab Emirates, Luxembourg, Netherlands, Mauritius, and any other jurisdiction, for the purpose of undertaking any or all of the activities authorised under this Memorandum or any activity ancillary or conducive thereto, including but not limited to:*
 - a. owning, holding, and leasing or renting assets; (b) operating managed spaces; (c) raising finance, issuing debt instruments, notes, or securities; (d) entering into structured finance, securitisation, or receivables monetisation arrangements; (e) undertaking specific projects or contracts; (f) holding and exploiting intellectual property; (g) operating in specific geographies*

or jurisdictions; (h) providing facility management or other services; (i) developing and operating technology platforms; and (j) any other purpose that may directly or indirectly benefit the Company, and to provide equity, debt, guarantees, comfort letters, and any other forms of financial support or credit enhancement to such entities, and to enter into shareholder agreements, joint venture agreements, partnership agreements, management agreements, and any other agreements governing the relationship between the Company and such entities, subject to the provisions of the Companies Act, 2013, the Foreign Exchange Management Act, 1999, and any other applicable laws and regulations.”

RESOLVED FURTHER THAT any Director or Manager or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

**By Order of the Board of Directors
For Eleganz Interiors Limited**

Sd/-

**Sameer Akshay Pakvasa
(Managing Director & CEO)**

DIN: 01217325

Place: Mumbai

Date: March 27, 2026

NOTES:

1. An Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 with respect to the Special Businesses are set in Item No. 1 & 2 are annexed hereto and pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”).
2. The Board of Directors of the Company (“the Board”) at its meeting held on **Tuesday, March 24, 2026** has appointed **KDA and Associates, Practicing Company Secretaries** as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process in accordance with the Act and in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding) and whose name appears on the Register of Members/ List of Beneficial Owners on **Friday, March 20, 2026**. The Postal Ballot Notice will also be available on the Company’s website at www.eleganz.co.in.
4. In terms of the MCA Circulars, the Company will send this postal notice in electronic form only. The hard copy of this Postal ballot notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. The voting period begins from **9.00 A.M. (IST) on Saturday, March 28, 2026** and ends at **5.00 P.M. (IST) on Sunday, April 26, 2026 (both days inclusive)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date **Friday, March 20, 2026**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
6. The Members whose email ids are not registered with the Company or Depository Participant(s) as on the Cut –Off date are requested to register their e-mail Ids by sending e-mail citing subject **“ELEGANZ -Postal Ballot Registration of e-mail Id’s”** to Registrar and share transfer Agent (RTA) of the Company, i.e. **Bigshare Services Private Limited** at investor@bigshareonline.com or to the Company at cs@eleganz.co.in with the name of registered shareholder(s), folio number(s)/DP Id/Client Id and Number of equity shares held from the e-mail address they wish to register to enable them to exercise their vote on special businesses as set out in the Postal Ballot notice through remote e-voting facility provided by NSDL.
7. Voting rights in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization.

8. The results of the Postal Ballot will be declared on **Tuesday, April 28, 2026**. The results of the Postal Ballot will be hosted on the website of the Company viz. www.eleganz.co.in and will also be communicated to the Stock Exchange where the equity shares of the Company are listed. The results of the Postal Ballot will be declared by the Chairman, or in his absence by the Managing Director or Company Secretary, or any other person so authorised by the Chairman and it will display at Company's Registered Office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolution.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., **Sunday, April 26, 2026**.
10. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Friday, March 20, 2026**.
11. Shareholders who have registered their e-mail IDs with their Depository Participants/Company are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will request to please register their mail ids with the Company.
12. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot (only through remote E-Voting) will be final.
13. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 4:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., **Sunday, April 26, 2026**.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.
15. Members are requested to contact the Company's Registrar & Share Transfer Agent, **Bigshare Services Private Limited** ("Bigshare" or "Registrar & Share Transfer Agent") having address at Office No. S6-2, 6th Floor, Pinnacle Business Park, Mahakali Caves Rd, Andheri East, Mumbai - 400093; Tel.: +912262638200 Email id: investor@bigshareonline.com; Website: www.bigshareonline.com for reply to their queries/redressal of complaints, if any, or contact Ms. Hiral Purohit, Company Secretary at the Registered Office of the Company (Phone No.: 022-28967132; Email: cs@eleganz.co.in).

16. PROCEDURE/ INSTRUCTIONS FOR REMOTE E VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="737 751 1208 909" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. 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 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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to team@cskda.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com, Address: Trade World, 'A' wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@eleganz.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@eleganz.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

ITEM NO. 1: TO ISSUE 8,00,000 CONVERTIBLE WARRANTS TO THE PROMOTERS ON A PREFERENTIAL BASIS:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Promoters Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("**Board**") in their meeting held on March 24, 2026, subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 8,00,000 Warrants at price determined on relevant date being March 27, 2026 (minimum price derived is **Rs. 79.58/-** in terms of the applicable provisions of the ICDR Regulations) i.e. 8,00,000 (Eight Lakh) warrants of Rs. 83/- (Rupees Eighty Three Only) each, convertible into 8,00,000 (Eight Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each and premium Rs. 73/- (Rupees Seventy Three Only) each to Promoters categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the '**Act**'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

The requisites details/disclosures under the aforesaid rules and regulations of the Preferential Issue are as follows: -

a. Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board of Directors of the Company at their meeting held on March 24, 2026 have, subject to the approval of the members of the Company ('**Members**') and such other approvals as may be required, approved the issue of Convertible Warrants to Promoters, on a preferential basis, for cash consideration ('**Preferential Allotment**') on the following manner:

- i. Upto 8,00,000 (Eight Lakhs Only) convertible warrants ('**Warrants**'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 83/- (Rupees Eighty Three Only) (Warrant Issue Price) per Warrant including of premium Rs. 73/- (Rupees Seventy Three Only) each, aggregating to Rs. 6,64,00,000/- (Rupees Six Crore Sixty Four Lakh Only) to the Promoters categories of person (hereinafter "**Issue of Warrants**") as follows:

Sl. No.	Name of Allottees	Current Status / Category	No. of Warrants	Proposed Status / Category
1.	Sameer Akshay Pakvasa	Promoter	8,00,000	Promoter
Total			8,00,000	

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

The proceeds from the issue, amounting to Rs. 6,64,00,000/- (Rupees Six Crore Sixty-Four Lakh Only) will be strategically utilized to support the Company's business growth, strengthen its financial position, and improve operational capabilities. The key objects of the issue are as follows:

1. To fund the long term capital requirements for future growth of the Company and
2. To meet the working capital requirements of the Company.

The requirement stipulated by National Stock Exchange of India Limited Circular NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore (Indian Rupees One Hundred Crores).

We confirm that the above deployment of funds is expected to be completed within the financial years 2026–27, 2027–28 and 2028-29, subject to actual business requirements and other external conditions.

c. Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is **March 27, 2026**, being the date 30 days prior to the date of closure of remote voting date of Postal Ballot.

d. Pricing of the Issue:

The Equity Shares of the Company are listed and frequently traded on the National Stock Exchange of India Limited (SME Platform).

The price per Warrant convertible into Equity Share, to be issued, is fixed at Rs. 83/- (Rupees Eighty Three Only), being not less than the minimum price computed in accordance with Regulation 164 of the SEBI (ICDR) Regulations.

Since the Equity Shares of the Company have been listed on the National Stock Exchange of India Limited (SME Platform) for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the Proposed Preferential Issue shall not result in a change in control, or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to any of the Proposed Allottee or to allottee(s) acting in concert with any other Allottee(s), the Company is not required to obtain a valuation report from an independent registered valuer in compliance with Regulation 166A (1) of the SEBI ICDR Regulations.

e. Amount which the Company intends to raise by way of such Convertible Warrants:

Up to a maximum of Rs. 6,64,00,000/- (Rupees Six Crore Sixty Four Lakh Only).

f. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

The Conversion of Warrants in to Equity Shares shall be offered to the Promoters categories of person and the allottee have indicated his intention to subscribe to the Preferential Allotment as detailed at point “a.(i)” of the Explanatory Statement. The following Key Managerial Personnel of the Company intends to subscribe to the Warrants:

Sr. No.	Name	Category/Designation/Relation	Warrant to be allotted
1.	Sameer Akshay Pakvasa	Promoter, Managing Director & Chief Executive Officer	8,00,000

Except as mentioned above, no other Promoters and Non-Promoter, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

g. Time frame within which the Preferential Allotment shall be completed:

As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The

Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.

- h. Name and address of Valuer who performed valuation:** Not Applicable
- i. Material terms of Issue of Equity Shares and Warrants:** As mentioned in the Resolution elaborated in the Notice.
- j. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sl. No	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrants allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
Not Applicable						

- k. Shareholding Pattern before and after the preferential issue of Convertible Warrants:**

Sl. No.	Category	Pre-Preferential allotment		Post Preferential Allotment	
				*Post exercise of Warrants into Equity Shares	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	Promoters and Promoter Group Holding:	1,56,45,380	69.2285	1,64,45,380	70.2805
1.	Indian Promoters / Promoter Group:	1,56,45,380	69.2285	1,64,45,380	70.2805
	Sub-Total (A)	1,56,45,380	69.2285	1,64,45,380	70.2805

B	Non – Promoters’ holding:	69,54,246	30.7715	69,54,246	29.7195
	Alternate Investment Funds	13,19,000	5.8364	13,19,000	5.6368
	Foreign Portfolio Investors Category I	21,000	0.0929	21,000	0.0897
	Foreign Portfolio Investors Category II	65,000	0.2876	65,000	0.2778
	Non-Resident Indian (NRI)	68,000	0.3009	68,000	0.2906
	Bodies Corporate	10,70,778	4.7380	10,70,778	4.5760
	Any Other	44,10,468	19.5157	44,10,468	18.8485
	Sub-Total (B)	69,54,246	30.7715	69,54,246	29.7195
	Grand Total (A+B)	2,25,99,626	100	2,33,99,626	100

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the Company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment

I. Lock-in Period:

The Convertible Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the ICDR Regulations.

The entire pre-preferential allotment shareholding of the allottee, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such warrants, in accordance with Regulation 167(6) of the SEBI ICDR Regulations.

m. Undertakings:

- None of the Company, its Promoters or Directors have been declared as willful defaulter or a fraudulent borrower as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Equity Shares held by the proposed allottee in the Company are in dematerialized form only.
- The allottee have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

n. Certificate of Practicing Company Secretary:

As required under ICDR Regulations, a certificate from, M/s. KDA & Associates, Practicing Company Secretaries, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: <https://eleganz.co.in/investors/disclosure-under-regulation>.

o. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottee as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Warrants Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Sameer Akshay Pakvasa	Promoter	Promoter	1,55,88,379	68.9763	8,00,000	1,63,88,379	70.0369
Total				1,55,88,379	68.9763	8,00,000	1,63,88,379	70.0369

p. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

q. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

r. Principal terms of assets charged as securities: Not Applicable.

s. Other disclosures:

- During this Financial Year, the Company has not made any preferential allotment.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

Except as mention point 'f' of the Explanatory Statement, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution, except for their shareholding in the Company.

ITEM NO. 2: TO APPROVE ADDITION IN THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The existing Object Clause of the Memorandum of Association of the Company does not fully reflect the proposed business activities that the Company intends to undertake in the near future.

In order to diversify and expand the scope of operations, the Board of Directors has decided to make an addition to the Object Clause to include the below (brief):

- 1. Design, Engineering, Procurement, Construction, and Turnkey Project Delivery**
- 2. Ownership, Rental, and Operating Lease (Dry & Wet) of Assets**
- 3. Managed Spaces, Space-as-a-Service, and Facility Operations**
- 4. Financing, Fund Raising, and Receivables Management**
- 5. Subsidiaries, Special Purpose Vehicles, and Group Structure**

The proposed addition will enable the Company to explore new business opportunities, enhance revenue streams, and strengthen its competitive position in the market. The change is in the best interest of the Company and its shareholders.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

Pursuant to Section 13 of the Companies Act, 2013, the addition in the Object Clause requires the approval of members by way of a Special Resolution and subsequent approval from the Registrar of Companies.

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

The Board recommends the passing of the Special Resolution as set out in Item No. 2 of the accompanying Notice.

**By Order of the Board of Directors
For Eleganz Interiors Limited**

Sd/-

**Sameer Akshay Pakvasa
(Managing Director & CEO)**

DIN: 01217325

Place: Mumbai

Date: March 27, 2026