



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013,
read with rules 20 and 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**”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”), as amended, Secretarial Standard-2 on General Meetings (the “**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular No. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as “**MCA Circulars**”) and any other applicable provisions, laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the following resolutions are proposed to be passed by the Members of Gujarat Ambuja Exports Limited (the “**Company**”) through Postal Ballot by way of Voting through Electronic Means (“**remote e-voting**”) only.

The proposed resolutions and the Explanatory Statement pursuant to Sections 102(1), 110 and any other applicable provisions of the Act, read with Rules framed thereunder and details as required under Regulation 36 of the Listing Regulations, Secretarial Standard on General Meetings (SS-2) setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice, are annexed hereto.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. voting through electronic means only instead of submitting postal ballot forms. Members are requested to follow the procedure as stated in the Notes for casting of votes by remote e-voting.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “**CDSL**” or “**Service Provider**”) for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.

In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Jupiter Corporate Services Limited, Registrar and Share Transfer Agent (the “**RTA**”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The remote e-voting period commences from **Wednesday, 18th February, 2026 at 9:00 a.m. IST and ends on Thursday, 19th March, 2026 at 5:00 p.m. IST**, as per the instructions provided in Note No. 13.



Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for remote e-voting' in this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through remote e-voting not later than Thursday, 19th March, 2026, failing which it will be considered that no reply has been received from the Member.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on Friday, 30th January, 2026 has appointed Mr. Chirag Shah (Membership No. FCS: 5545; CP No: 3498) and failing him Mr. Raimeen Maradiya (Membership No. FCS: 11283; CP No: 17554) of M/s. Chirag Shah & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairman of the Company or any other person authorised by the Chairman. The result of the Postal Ballot shall be announced within two (2) working days of conclusion of remote e-voting process i.e. on or before Monday, 23rd March, 2026 at the Registered Office of the Company and shall also be placed on the website of the Company at www.ambujagroup.com and on the website of CDSL at www.evotingindia.com and shall also be communicated to the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 19th March, 2026. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at the General Meeting of the Members.

SPECIAL BUSINESS:

ITEM NO. 1

To appoint Mr. Shreyaan Manish Gupta (DIN: 09655911), as a Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shreyaan Manish Gupta (DIN: 09655911), who was appointed as an Additional Director by the Board of Directors of the Company effective from 30th January, 2026, based on the recommendation of the Nomination and Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose office shall be liable to retirement by rotation.



RESOLVED FURTHER THAT the Board of Directors (which shall be deemed to include a Committee of the Board), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2

To appoint Mr. Shreyaan Manish Gupta (DIN: 09655911), as Whole-time Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions if any of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Shreyaan Manish Gupta (DIN: 09655911), as the Whole-time Director of the Company for a period of five (5) years commencing from 30th January, 2026 to 29th January, 2031(both days inclusive), liable to retire by rotation, upon the terms and conditions as approved by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as set out in the Explanatory Statement annexed to this Postal Ballot Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Shreyaan Manish Gupta, in accordance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors (which shall be deemed to include a Committee of the Board) be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 30th January, 2026

Kalpesh Dave
Company Secretary
(ACS 32878)

Registered Office:

“Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380054 (Gujarat) India.

CIN: L15140GJ1991PLC016151

Email: cs@ambujagroup.com | Website : www.ambujagroup.com

Tel.: +91 79 6155 6677 | Fax: +91 79 6155 6678



NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') setting out all material facts relating to the resolutions mentioned in this Notice is annexed hereto and form part of this Postal Ballot Notice.
2. In accordance with the MCA Circulars and the Listing Regulations, the Postal Ballot Notice is being sent in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on Friday, 13th February, 2026 (the "Cut-off date") and who have registered their e-mail addresses, in respect of electronic holdings, with the respective Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, i.e. M/s. Jupiter Corporate Services Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA Circulars. Cut-off date is for determining the eligibility to vote by electronic means. A person who is not a Member as on the Cut-off date or who becomes a Member of the Company after the Cut-off date should treat this Postal Ballot Notice for information purposes only.
3. This Postal Ballot Notice shall also be available on the website of the Company at www.ambujagroup.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of CDSL at www.evotingindia.com.
4. In accordance with the MCA Circulars, the Postal Ballot Notice is being sent in electronic mode to all the Members who have registered their email addresses with the Company / RTA. The physical copy of the Postal Ballot Notice along with the Postal Ballot forms and prepaid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering remote e-voting facility to enable the Members to cast their votes electronically. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. The remote e-voting rights of the Members shall be reckoned on the shares held by them as on Friday, 13th February, 2026 being the Cut-off date for the purpose. The Members of the Company holding shares either in dematerialised or in physical form as on the Cut-off date (including those Members who may not have received this Postal Ballot Notice due to non-registration of their e-mail address



with the Company or RTA or the Depositories / Depository Participants), can cast their vote electronically.

7. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them as on Cut-off date i.e. Friday, 13th February, 2026. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
8. A Member cannot exercise his/her vote through proxy on postal ballot. However corporate and institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to pcschirag@gmail.com with a copy marked to investor-jcsl@ambujagroup.com.
9. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
10. Remote e-voting period commences from **Wednesday, 18th February, 2026 at 9:00 a.m. IST and ends on Thursday, 19th March, 2026 at 5:00 p.m. IST**. At the end of the remote e-voting period, the facility shall forthwith be blocked and remote e-voting shall not be allowed beyond the said date and time.
11. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, Members seeking to inspect such documents can send an email to cs@ambujagroup.com.
12. The date of completion of dispatch of Postal Ballot Notices through e-mails only, will be announced through advertisement in the Newspapers.
13. **GENERAL INFORMATION AND ACTIONS RELATING TO REMOTE E-VOTING: -**
 - (i) The voting period begins on **Wednesday, 18th February, 2026 at 9:00 a.m. IST and ends on Thursday, 19th March, 2026 at 5:00 p.m. IST**. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Friday, 13th February, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



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

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

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

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method **for remote 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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on



	login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from 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 e-voting 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	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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 Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



	For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000



Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and Non-Individual Shareholders in demat mode

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.		
PAN		Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ➤ Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/Registrar and Share Transfer Agent or contact Company/ Registrar and Share Transfer Agent.
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.



- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of Gujarat Ambuja Exports Limited i.e. **260214004**.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; investor-jcsl@ambujagroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

14. MEMBERS WHOSE E-MAIL ID / MOBILE NUMBER ARE NOT REGISTERED CAN GET THEIR E-MAIL ID / MOBILE NUMBER, REGISTERED AS FOLLOWS:

- a. Members holding shares in demat form can get their E-mail Id registered / updated by contacting their respective Depository Participant (DP).
- b. Members holding shares in the physical form can get their E-mail Id registered by contacting our Registrar and Share Transfer Agent “Jupiter Corporate Services Limited” on their E-mail Id investor-jcsl@ambujagroup.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our Registrar and Share Transfer Agent on their E-mail Id investor-jcsl@ambujagroup.com.
- c. Members can also get their E-mail Id and other details registered by following the steps as mentioned on the website of the Company at <https://www.ambujagroup.com/email-registration>.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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



CONTACT DETAILS:

Company	Gujarat Ambuja Exports Limited Registered Office: Ambuja Tower, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad, Gujarat, 380054 Tel. : 079-61556677 Fax. : 079-61556678 Email : cs@ambujagroup.com Website : www.ambujagroup.com
Registrar and Transfer Agent	Jupiter Corporate Services Limited Address: Ambuja Tower, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad, Gujarat – 380059 Tel. : 079-61556677 Fax. : 079-61556678 Email : investor-jcsl@ambujagroup.com
e-voting Agency	Central Depository Services (India) Limited Tel. : 1800 21 09911 Email : helpdesk.evoting@cdslindia.com
Scrutinizer	CS Chirag Shah, Partner of M/s. Chirag Shah & Associates, Practicing Company Secretaries. Email: pcschirag@gmail.com



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE LISTING REGULATIONS

The following Statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

ITEM No. 1 & 2:

The Board of Directors of the Company, at its meeting held on 30th January, 2026, based on the recommendations of the Nomination and Remuneration Committee, has approved the appointment of Mr. Shreyaan Manish Gupta (DIN: 09655911) as an Additional Director and Whole-time Director of the Company, subject to the approval of Members of the Company, for a period of five (5) years commencing from 30th January, 2026 up to 29th January, 2031(both days inclusive). Further, a notice pursuant to Section 160 of the Companies Act, 2013 has been received from a Member of the Company signifying his intention to propose the appointment of Mr. Shreyaan Manish Gupta as a Director of the Company.

Mr. Shreyaan Manish Gupta, being a member of the Promoter Group of the Company, falls within the ambit of related party provisions under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). Accordingly, the remuneration proposed to be paid to him upon his appointment as Whole-time Director is covered under Regulation 23(2)(e) of the Listing Regulations, and the Audit Committee has granted its prior approval for payment of such remuneration in his capacity as Whole-time Director of the Company.

The appointment of Mr. Shreyaan Manish Gupta as Whole-time Director shall be on the following terms and conditions:

Period of Appointment:

With effect from 30th January, 2026 to 29th January, 2031.

Remuneration:

- a. **Salary:** ₹ 2,25,000/- per month upto a maximum of ₹ 5,00,000/- per month with increments as may be decided by the Board of Directors from time to time.
- b. **Perquisites and allowances:** In addition to the salary, Mr. Shreyaan Manish Gupta shall also be entitled to the perquisites and allowances like house rent allowance, rent free furnished accommodation, house maintenance allowance, gas, electricity, water and furnishing at residence, conveyance allowance, transport allowance, medical reimbursement, leave travel allowance, special allowance, use of Company car for official purposes, telephone at residence, contribution to provident fund, superannuation fund, payment of gratuity, leave encashment at the end of tenure and such other perquisites and allowances in accordance with the rules of the Company not exceeding ₹ 2,00,000/- per month. The nature and break-



up of the perquisites and allowances will be determined in accordance with the rules of the Company or by the Board of Directors from time to time.

- c. **Commission:** In addition to the salary, perquisites and allowances payable, a commission, as may be decided by the Board of Directors at the end of each financial year calculated with reference to the net profits of the Company, subject to the overall ceiling stipulated in Sections 197, 198 read with Schedule V of the Companies Act, 2013 (including any subsequent amendment / modification in the Rules, Act and / or applicable laws in this regard) shall also be payable.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Shreyaan Manish Gupta as Whole-time Director, the payment of salary, allowances and perquisites shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013 or any subsequent amendments or modifications made thereto, subject to necessary approvals as may be required.

Overall Remuneration:

The aggregate of salary, perquisites and allowances in any one financial year, as may be decided by the Board i.e. total remuneration payable by the Company shall be within the prescribed limits of total managerial remuneration payable to all Managing Director / Whole-Time Director / Manager in aggregate under Section 197 and Rules made thereunder read with Schedule V of the Companies Act, 2013 and Rules made thereunder including any subsequent amendment(s) / modification(s) in the Rules, Act and/or applicable laws in this regard.

Other Terms and Conditions:

- a. As long as Mr. Shreyaan Manish Gupta functions as Whole-time Director of the Company, no sitting fees will be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- b. Mr. Shreyaan Manish Gupta shall be liable to retire by rotation whilst he continues to hold office of Whole-time Director; however, his retirement shall not be deemed as break of his continuous length of service.
- c. Mr. Shreyaan Manish Gupta shall be entitled to the reimbursement of expenses actually and properly incurred by him, in the course of legitimate business of the Company and traveling, hotel and other expenses incurred by him in India and abroad, exclusively on the business of the Company.
- d. The Whole-time Director shall adhere to the Code of Conduct of Company.
- e. The office of the Whole-time Director may be terminated either by the Company or by him by giving 3 (three) months' prior notice in writing.



- f. The terms and conditions of the said appointment and/or agreement may be altered, amended, varied and modified from time to time by the Board or Committee thereof as it may be permissible and if deem fit, in accordance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

Background and Brief Profile of Mr. Shreyaan Manish Gupta

Mr. Shreyaan Manish Gupta, aged 25 years, son of Mr. Manish Vijaykumar Gupta, Chairman & Managing Director of the Company, is currently working as an Associate (Finance & Business) in the Company. Mr. Shreyaan Manish Gupta holds a Bachelor of Science (With Honours) in Management with Finance, University of Warwick. He had joined the Company as an Associate (Finance & Business) in November, 2021 and since then has gained considerable experience by working in several critical functions such as, Project Implementation; Financial Management; Procurement of Raw Material; Export and Domestic Sales; Operation Management; and Marketing and Branding.

Mr. Shreyaan Manish Gupta satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for appointment as Whole-time Director. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Having regard to the qualifications, experience and knowledge, the Board felt that appointment of Mr. Shreyaan Manish Gupta as Whole-time Director of the Company will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

As per the provisions of Section 190 of the Companies Act, 2013, a copy of the draft Agreement which sets out the terms and conditions for appointment of Mr. Shreyaan Manish Gupta as Whole-time Director of the Company is available for inspection by the Members between 11.00 a.m. and 1.00 p.m. on all working days, except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulation and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to this Postal Ballot Notice.

Mr. Shreyaan Manish Gupta is concerned or interested in the resolution set out at Item No. 1 & 2 of this Postal Ballot Notice with regard to his appointment. Mr. Manish Gupta, Chairman and Managing Director, being related to Mr. Shreyaan Manish Gupta may be deemed to be concerned or interested in the resolution set out at Item No. 1 & 2 of this Postal Ballot Notice. The other relatives of Mr. Manish Gupta, Chairman and Managing Director may be deemed to be concerned or interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the resolution set out at Item No. 1 & 2.



Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 1 and Special Resolution as set out at Item No. 2 of the Postal Ballot Notice in relation to the appointment of Mr. Shreyaan Manish Gupta firstly as Director and subsequently as Whole-time Director of the Company for a period of five (5) years commencing from 30th January, 2026 to 29th January, 2031(both days inclusive), for the approval of the Members of the Company.

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 30th January, 2026

Kalpesh Dave
Company Secretary
(ACS 32878)

Registered Office:

“Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380054 (Gujarat) India.

CIN: L15140GJ1991PLC016151

Email: cs@ambujagroup.com | Website : www.ambujagroup.com

Tel.: +91 79 6155 6677 | Fax: +91 79 6155 6678



ANNEXURE TO THE POSTAL BALLOT NOTICE

(PURSUANT TO REGULATION 36(3) OF THE LISTING REGULATIONS AND SECRETARIAL
STANDARD-2 ON GENERAL MEETINGS)

Name of Director(s)	Mr. Shreyaan Manish Gupta
Directors Identification Number (DIN)	09655911
Designation / Category of Director	Whole-time Director
Date of Birth (Age)	19-07-2000 (25 Years)
Qualification	Bachelor of Science (With Honours) in Management with Finance, University of Warwick
Date of first appointment on the Board	30 th January, 2026
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	1,40,44,000 (3.06 % of total no. of Shares)
Terms and Conditions of Appointment	As per the statement pursuant to Section 102 of the Companies Act, 2013 forming part of this Postal Ballot Notice.
Remuneration last drawn	Rs. 2,25,000 Per Month
Remuneration proposed to be paid	As per the statement pursuant to Section 102 of the Companies Act, 2013 forming part of this Postal Ballot Notice.
Relationships between Directors / Key Managerial Personnel inter-se	Mr. Shreyaan Manish Gupta, is son of Mr. Manish Vijaykumar Gupta, Chairman & Managing Director of the Company.
Number of Meetings of the Board attended during the year	No meeting has been held post his appointment on 30 th January, 2026.
Directorship in other Companies including Listed entities (excluding foreign companies) as on date of Postal Ballot Notice	Maiz Citchem Limited



Membership / Chairpersonship of Committees in other companies including Listed entities (excluding foreign companies)	Nil
Listed entities from which the Director has resigned from directorship in last three (3) years:	Nil
Brief Resume	As per the statement pursuant to Section 102 of the Companies Act, 2013 forming part of this Postal Ballot Notice.
Nature of expertise in specific functional areas	



E-COMMUNICATION REGISTRATION FORM

(Only for Members holding shares in physical form)

Date:

To,

Jupiter Corporate Services Limited

“Ambuja Tower”, Opp. Sindhu Bhavan,

Sindh Bhavan Road, Bodakdev,

P.O. Thaltej, Ahmedabad – 380 059

UNIT – GUJARAT AMBUJA EXPORTS LIMITED

Dear Sir,

Sub: Registration of Email Id for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our Email Id for the purpose of receiving the notices, Annual Reports and other documents / information to be sent by the Company in electronic mode:

Folio No.:

Email Address:

Name of the First / Sole Member:

Signature:

Note: Member(s) are requested to notify the Company as and when there is any change in the email address.