

GMMCO LIMITED
Registered Office: 9/1, R. N. Mukherjee Road,
Kolkata 700 001
Phone: 033-22430383; Email: manikandan.g@gmmcoindia.com
Website: www.gmmco.in
CIN: U35202WB1966PLC026980

POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed as an Special Resolution by way of postal ballot. The explanatory statement pertaining to the said resolutions setting out the facts, as required in terms of Section 102 of the Act, is annexed hereto along with a postal ballot form (the "Form") for your consideration.

The Board of Directors, at its meeting held on Friday, 13th February, 2026, has appointed M/s. B Chagan Lal and Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (favour) or dissent (against) therein and return the same in original, duly completed and signed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on Wednesday, 18th March, 2026.

Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report to the Director or the Company Secretary.

The result of the voting conducted through postal ballot would be announced by a Director or the Company Secretary of the Company on Thursday, 19th March, 2026 at 12.00 p.m. at the Registered Office of the Company and displayed at the Registered Office of the Company and on the Company's website viz. www.gmmco.in along with the Scrutinizer's report.

SPECIAL BUSINESS

Item no. 1: To approve the reappointment of Mrs. Abhilasha Mimani (DIN: 06932590), as an Independent Director of the Company for the second term of 5 years

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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, as recommended by the Nomination and Remuneration Committee and Board of Directors, Mrs. Abhilasha Mimani (DIN: 06932590) Independent Director of the Company be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of

5 (five) consecutive years, commencing from 22nd March, 2026 to 21st March, 2031 and not liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. V Chandrashekhar, Managing Director & CEO and Mr. G Manikandan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to file necessary required Forms with the Registrar of Companies, Kolkata and to make necessary entries in the Statutory registers of the company and to do all such acts/ deeds/ things as may deem fit to give effect to this resolution."

Dated: 13th February 2026

Place: Bengaluru

By Order of the Board

For GMMCO Limited

G Manikandan
Chief Financial Officer & Company Secretary

NOTES FOR MEMBERS ATTENTION:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. The Company has appointed M/s. B Chagan Lal and Associates, Company Secretaries, to act as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 13th February, 2026. (Cut Off Date)
4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to the shareholders by Courier/ Registered Post.
5. In case a Member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the Member may write to the Company or send an e-mail to manikandan.g@gmmcoindia.com or sumana.c@gmmcoindia.com The Company shall forward the same along with self-addressed pre-paid postage Business Reply Envelope to the member.
6. The Postal Ballot Notice is also being uploaded on the Company's website [viz. www.gmmco.in](http://www.gmmco.in)
7. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. and 12 noon on all working days except Saturdays, Sundays and National Holidays, from the date hereof up to Wednesday, 18th March, 2026.
8. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, 13th February, 2026. The Special Resolution mentioned herein shall be declared as passed if the votes cast in favour of the resolution are not less than three times the number of votes cast against the resolution.
9. Instructions for Voting:

Voting through Physical Postal Ballot Form

A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (favour) or dissent (against) and send it to the Scrutinizer in then closed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted. The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours on 18th March, 2026. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted / accepted.

Dated: 13th February 2026
Place: Bengaluru

**By Order of the Board
For GMMCO Limited**

**G Manikandan
Chief Financial Officer & Company Secretary**

EXPLANATORY STATEMENT**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)**

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

Item no. 1: To consider and approve re-appointment of Mrs. Abhilasha Mimani (DIN: 06932590), as an Independent Director of the Company for the second term of 5 years:

Mrs. Abhilasha Mimani was appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from 22nd March, 2021 and was due for retirement from her first term as an Independent Director on 21st March, 2026 as per the provisions of Companies Act, 2013 (the Act). Based on her skills, experience, knowledge and performance evaluation and on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on Friday, 13th February, 2026, based has re-appointed Mrs. Abhilasha Mimani as an Independent Director of the Company for another term of five years to hold office from up to 21st March, 2031 with effect from 22nd March, 2026 subject to approval of shareholders in terms of Section 149 read with Schedule IV of the Act.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment by passing special resolution by the Company and disclosure of such appointment in the Board's report. In the opinion of the Board, Mrs. Abhilasha Mimani fulfills the conditions as specified in the Act and Rules made thereunder for being appointed as an Independent Director of the Company.

Mrs. Abhilasha Mimani has registered her name in the Data Bank of Independent Directors as required under Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended). She is independent of the management of the Company. The Board considers that the continued association of Mrs. Abhilasha Mimani would be of immense benefit to the Company and is desirable to continue to avail the services of Mrs. Abhilasha Mimani as an Independent Director.

The Company has received notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member proposing the reappointment of Mrs. Abhilasha Mimani for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013. The Members may consider reappointing him as an Independent Director not liable to retire by rotation for a fresh period of five years commencing from March 22, 2026 in accordance with applicable provisions of the Act and Rules made thereunder.

The Company has received from her requisite consent, intimation and declaration in connection with her reappointment as Independent Director. As required under Clause 1.2.5 of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

Accordingly, the approval of members is sought for re-appointment of Mrs. Abhilasha Mimani as an Independent Director of the Company.

Except Mrs. Abhilasha Mimani to whom the resolution relates, none of the Directors, Key Managerial Personnel and any of their relatives are in any way concerned or interested, financial or otherwise, in the above resolution.

A copy of the draft letter for the appointment of Mrs. Abhilasha Mimani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members

electronically or at the Registered Office of the Company during normal business hours on any working day up to Wednesday, 18th March, 2026.

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

Dated: 13th February 2026
Place: Bengaluru

By Order of the Board
For GMMCO Limited

G Manikandan
Chief Financial Officer & Company Secretary

Annexure to the Postal Ballot Notice:

Name of the Director	Mrs. Abhilasha Mimani
Date of Birth/Age	08-01-1973 / 53 years
Qualification	Chartered Accountant
Experience	30+ years of experience in managing finance, HR and Quality systems & general management
Details of remuneration sought to be paid	Not Applicable
Remuneration last drawn	NA
Date of first appointment on the Board	22-March-2021
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year (2025-26)	3
Other Directorships	AVTEC Limited
Membership / Chairmanship of Committees of other Boards	Nil

GMMCO LIMITED

Registered Office: 9/1, R. N. Mukherjee Road, Kolkata – 700 001
Phone: 033-22430383; **Email:** manikandan.g@gmmcoindia.com
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POSTAL BALLOT FORM

Postal Ballot No. :

1. Name and Registered Address :
of the sole / first named member

2. Name(s) of the Joint Holder(s), if any :

3. Registered Folio No. / :
DP ID & Client ID No.*
(*applicable to investors holding
shares in dematerialised form)

4. Number of shares held :

5. I/ We, exercise my/ our votes in respect of the following resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice dated Friday, 13th February 2026 by sending my/ our assent or dissent to the following resolutions by placing (V) mark in the appropriate box below, (tick in both the boxes will render the ballot invalid):-

Item No.	Particulars of the resolution proposed	Type of resolution	No. of shares	Please (V) in the appropriate box below	
				I/ We assent to the resolution	I/ We dissent to the resolution
1	To approve the re-appointment of Mrs. Abhilasha Mimani (Din: 06932590), as an Independent Director of the Company for the second term of 5 years	Special			

Place :

Date :

Signature of the Member or Authorised Representative

NOTE: Please read the instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.

INSTRUCTIONS**PROCESS AND MANNER FOR MEMBERS FOR POSTAL BALLOT**

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot Form, deposited in person or sent by courier or by registered post at the expense of the registered member will also be accepted.
2. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.
3. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository Participants). The Postal Ballot Form shall be rejected, if the signature in the Postal Ballot Form does not match with the signatures registered with Company/ Depository Participants. In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member.
4. An unsigned, incomplete, incorrectly completed, incorrectly ticked or wrongly signed Postal Ballot Forms will be rejected. The voting rights in the Postal Ballot shall not be exercised by Proxy.
5. Members may not use all their votes and may not cast all their votes in the same way i.e. only assent (FOR) or only dissent (AGAINST).
6. The consent must be accorded by recording the assent in the Column 'FAVOUR' and dissent in the Column 'AGAINST' by placing a tick mark (v) in the appropriate column. Postal Ballot Form bearing () in both the columns will render the form invalid.
7. The voting period ends on Wednesday, March 18, 2026 at 5.00 p.m. IST. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the time mentioned above. All Postal Ballot Forms received after this date will be treated as if reply from such member has not been received.
8. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in item no. 7 above.
9. In case of members other than individuals, the Form shall be signed by an authorized representative of the Body Corporate, Trust, Societies or any other entity, provided a certified true copy of the Board Resolution or a specific authorization, duly attested, of such other entity as the case may be, giving requisite authority to such Authorized Representative to sign the Postal Ballot Form is attached to the Postal Ballot Form
10. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favour of such signatory should be enclosed with the Form.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date i.e. Friday, 13th February, 2026 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
12. There shall be one Postal Ballot for every Folio No./ DP ID & Client ID irrespective of the number of joint holders. Members are requested not to send any other paper except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 9 & 10 above) in the enclosed self-addressed postage pre-paid envelope since such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. If at all two Postal Ballot Forms are received from the same member, the Postal Ballot Form received first shall only be considered for the purposes of determining majority.
14. For any query connected with the Resolution(s) proposed to be passed by means of Postal Ballot please write to Mr. G Manikandan, Company Secretary of the Company by sending email at manikandan.g@gmmcoindia.com or sumana.c@gmmcoindia.com or call at 044-2267 6499/ 2267 6000.
15. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
16. The results of the Postal Ballot will be declared at the Registered Office of the Company and the same will also be placed on the Company's website, i.e., www.gmmco.in.
17. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the postal ballot voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the director of the Company.

