



CIN: L15490MH2022PLC375025

Registered Office: 2403, 24th Floor, Signature, Suresh Sawant Road, Off. Veera Desai Road, Andheri West, Mumbai 400 053, Maharashtra, India | **Phone No.:** 022 6578 1111/62363155

Email: investors.relation@monikaalcobev.com | **Website:** www.monikaalcobev.com

POSTAL BALLOT NOTICE

[In terms of the provisions of Section 110 of the Companies Act, 2013 read with applicable provisions of the Companies (Management and Administration) Rules, 2014 (as amended)]

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively the ‘MCA Circulars’), to transact the special business as set out in this Postal Ballot Notice (“Notice”), by way of postal ballot through remote e-voting only (Voting through Electronic means).

Members’ consent is sought for the proposal contained in the resolutions given in this Notice. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolutions setting out the material facts and the related particulars, is annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to the Members, to enable them to cast their votes electronically in respect of the resolutions as set out in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-voting facility to the Members. The e-voting period commences on Saturday, February 21, 2026 at 09.00 A.M. (IST) and ends on Sunday, March 22, 2026 at 05.00 P.M. (IST). The detailed instructions with respect to remote e-Voting is mentioned in the “Notes” section of this Notice.

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the aforementioned MCA Circulars. Members are requested to carefully read the instructions given in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 05.00 P.M. IST on Sunday, March 22, 2026. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS

Item No. 1:

Approval of “Monika Alcobev Employee Stock Option Scheme 2026 (“ESOS-2026”)”.

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“the SEBI SBEB and SE Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the Nomination and Remuneration Committee of the Board which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), consent of the shareholders be and is hereby accorded to introduce, adopt and implement the “MONIKA ALCOBEV EMPLOYEE STOCK OPTION SCHEME 2026 (“ESOS-2026”)”, the salient features of which are detailed in the explanatory statement to this notice and to authorize the Board to create, grant, offer, issue and allot from time to time in one or more tranches, to or for the benefit of eligible Employees and Directors (present or future), whether working in India or outside India and such other persons as may from time to time be determined by the Board to be eligible for the benefit in accordance with the SEBI (SBEB and SE) Regulations (hereinafter collectively referred to as “Employee(s)”), such number of stock options convertible in one or more tranches, into not more than 10,00,000 (Ten Lakhs) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each (“Options”), on such terms and conditions as the Board may decide under the ESOS-2026 in accordance with the SEBI (SBEB and SE) Regulations and other applicable laws.

RESOLVED FURTHER THAT the ESOS-2026 may also envisages provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act and SEBI (SBEB and SE) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the ESOS-2026 and such equity shares shall rank pari- passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division/unit, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them and the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the ESOS-2026 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- (Rupees Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

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

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the ESOS-2026, determine the detailed terms and conditions of the aforementioned ESOS-2026 including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the ESOS-2026 and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOS-2026 on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and SE) Regulations, the SEBI Listing Regulations and other applicable laws and regulations and the amendments thereof.

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, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOS-2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to ESOS-2026 and to do all other things incidental to and ancillary thereof.”

Item No. 2:

To extend approval of “Monika Alcobev Employee Stock Option Scheme 2026 (“ESOS-2026”)” to the Employees/Directors of its Holding Company(ies), Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [Present and Future].

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

“RESOLVED THAT pursuant to the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“the SEBI SBEB and SE Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers in relation hereto, including the powers conferred by this Resolution), the consent of the members be and is hereby accorded to extend the benefits of “MONIKA ALCOBEV EMPLOYEE STOCK OPTION SCHEME 2026 (“ESOS-2026”)” proposed in the resolution number 1 above to the eligible Employees/ Directors of the Company and/or its Holding Company(ies), Subsidiary Company(ies), Group Company(ies), Associate Company(ies) (present or future) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with ESOS-2026.

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the ESOS-2026 from time to time or to suspend, withdraw or revive ESOS-2026 from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and Company’s holding company(ies), subsidiary company(ies), group company(ies), associate company(ies) (present or future) under the ESOS-2026 shall not cumulatively exceed such number of stock options convertible in one or more tranches, into not more than 10,00,000 (Ten Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division/unit, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of Rs. 10 /- (Rupee Ten only) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

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

RESOLVED FURTHER THAT. the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations and in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to ESOS-2026 and to do all other things incidental to and ancillary thereof

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the ESOS-2026 on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and SE) Regulations, the SEBI Listing Regulations and other applicable laws and regulations and the amendments thereof.

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, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the ESOS-2026 at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives or officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard.”

Item No. 3:**Appointment of Mr. Ghanshyam Vijaykumar Vyas (DIN: 11386659) as an Independent Director.**

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, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), if any, (including any statutory modification(s) made thereto or re- enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable and pursuant to relevant provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Ghanshyam Vijaykumar Vyas (DIN: 11386659) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. November 24, 2025 and whose term of office expires at ensuing Annual General Meeting under Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as Independent Director (Non-Executive) of the Company, for a term of 5 (five) years with effect from November 24, 2025 to November 23, 2030 (both days inclusive) and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

Item No. 4:**Appointment of Mr. Samir Kumar Das (DIN: 09645179) as an Independent Director.**

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, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), if any, (including any statutory modification(s) made thereto or re- enactment(s) thereof for the time being in force) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals as may be applicable and pursuant to relevant provisions of Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Samir Kumar Das (DIN: 09645179)

who was appointed as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. November 24, 2025 and whose term of office expires at ensuing Annual General Meeting under Section 161(1) of the Act and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as Independent Director (Non-Executive) of the Company, for a term of 5 (five) years with effect from November 24, 2025 to November 23, 2030 (both days inclusive) and whose office shall not liable to retire by rotation.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

By order of the Board of Directors,
For Monika Alcobev Limited

Kalpesh Ramina
Company Secretary & Compliance Officer
Membership No.: ACS 65189

Place: Mumbai

Date: February 12, 2026

Registered Office:

2403, 24th Floor, Signature,
Suresh Sawant Road, Off. Veera Desai Road,
Andheri West, Mumbai 400053, Maharashtra, India
CIN: L15490MH2022PLC375025

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, February 13, 2026 (“Cut-Off Date”) as received from the Depositories/MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar and Transfer Agent and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.monikaalcobev.com, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, and on the website of NSDL at www.evoting.nSDL.com.
4. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
5. The voting rights of the members shall be in proportion to their shareholding in the Company as on the Cut-Off Date for e-voting.
6. The remote e-voting facility will be available during the following period

Commencement of remote e-voting	From 9:00 a.m. (IST) on Saturday, February 21, 2026
End of remote e-voting	Upto 5:00 p.m. (IST) on Sunday, March 22, 2026

During this period, Members of the Company holding shares as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

7. Once the vote on Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently.
8. The Board of Directors has appointed Mr. Aditya Agrawal (Membership No. A57913, CP No. 22030), failing him Mr. Rajat Mundra (Membership No. A59437, CP No. 22370) Partners of M/s. Agrawal Mundra & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report, after the completion of scrutiny of votes cast, to the Chairman of the Company or any person authorized by him. The results of voting by Postal Ballot (through remote e-voting process) will be announced on or before Tuesday, March 24, 2026 and will be displayed on the Company’s website www.monikaalcobev.com and will also be communicated to the Stock Exchange i.e. BSE Limited where the equity shares of the Company are listed and the website of NSDL at www.evoting.nSDL.com.
9. The resolutions, if passed by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e. Sunday, March 22, 2026.

10. Members desirous of inspecting the documents referred to in this Notice may send their requests to investor.relation@monikaalcobev.com until the last date of e-voting from their registered e-mail addresses mentioning their names, DP ID and Client ID.
11. Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
12. Members are requested to register the e-mail address with their concerned DPs. Further, those Members who have already registered their e-mail addresses are requested to keep their email addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Reports and other communications electronically to their e-mail address in future.
13. Process to cast votes through 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.	1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
	2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.
	3. If you are 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 .
	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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL.	<ol style="list-style-type: none"> <li data-bbox="630 586 1439 798">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. <li data-bbox="630 802 1439 1080">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. <li data-bbox="630 1084 1439 1195">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. <li data-bbox="630 1199 1439 1435">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	<p>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.</p>

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.

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)	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*****

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. 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) 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, your PAN, your name and your registered address etc.
 - c) 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 partner@cs-ama.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. Apeksha Gojamgunde, Assistant Manager at evoting@nsdl.com

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

1. 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 investors.relation@monikaalcobev.com. If you are an Individual shareholders 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.](#)**
2. 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.
3. 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 & 110 OF THE COMPANIES ACT, 2013

Item Nos. 1 and 2

Stock Options represent a reward system based on performance. This helps companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of its Holding Company(ies), Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present or future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

Keeping in line with the above, “MONIKA ALCOBEV EMPLOYEE STOCK OPTION SCHEME 2026 (“ESOS-2026”)” has been formulated by the Company to be implemented by Nomination & Remuneration Committee of the Board of Directors of the Company (“NRC”) in terms of provisions of Companies Act, 2013 and rules made thereunder, and in accordance with the requirements of the SEBI (SBEB and SE) Regulations, issued by Securities and Exchange Board of India (SEBI) and other applicable laws.

Based on the recommendation of the NRC, the Board at their meeting held on February 12, 2026, has approved the “MONIKA ALCOBEV EMPLOYEE STOCK OPTION SCHEME 2026 (“ESOS-2026”)” subject to the approval of Members.

The ESOS-2026 will be operated and administered under the superintendence of the Company’s Board of Directors and NRC.

The NRC will formulate the detailed terms and conditions of the ESOS-2026 including:

1. the quantum of options, shares or benefits as the case may be, per employee and in aggregate under a scheme;
2. the kind of benefits to be granted under this scheme;
3. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
4. The schedule for Vesting of the Options granted to Employees;
5. The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);
6. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
7. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
8. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
9. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus

issues, merger, sale of division/unit and others. In this regard, the following shall, inter alia, be taken into consideration by the Board/ committee:

- a. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;
 - b. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;
10. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;
 11. eligibility to avail benefits under this scheme in case of employees who are on long leave;
 12. the procedure for funding the exercise of options;
 13. the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:
 - a. permissible sources of financing for buy-back;
 - b. any minimum financial thresholds to be maintained by the company as per its last financial statements; and
 - c. limits upon quantum of specified securities that the company may buy-back in financial year.

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

14. Amend any terms and conditions of any Options granted under the Scheme to the extent it is not inconsistent with the terms of the Scheme and not prejudicial to the interest of the Option Grantee.

The relevant details of the Scheme pursuant to Part C of Schedule I of SEBI (SBEB and SE) Regulations is provided hereunder:

a) Brief Description of the ESOS-2026 scheme:

“MONIKA ALCOBEV EMPLOYEE STOCK OPTION SCHEME 2026 (“ESOS-2026”)” has been formulated by the Company and is proposed to be implemented by its Board and NRC in terms of provisions of the provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (SBEB and SE) Regulations and other applicable laws. The ESOS-2026 has been approved by the Board of Directors at their meeting held on February 12, 2026, subject to the approval of the members.

The objective of ESOS-2026 is to reward the eligible Employees of the Company and its Holding Company(ies), Subsidiary Company(ies), Group Company(ies), Associate Company(ies) (present or future).

After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the ESOS-2026.

The Company also intends to use this Scheme to attract and retain talents in the organization. The Company views Employee Stock Options as a means that would enable the Employees to get a Share in the value they create for the Company in future.

b) The total number of options to be granted

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto 10,00,000 (Ten Lakhs) equity shares of Rs. 10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale of division/unit and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Board of Directors or Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of ESOS-2026.

c) Identification of classes of employees entitled to participate and be beneficiaries in the ESOS-2026.

Following class / classes of employees are entitled to participate in ESOS-2026:

Employee/s as may be determined by the committee of the Board out of the following: -

- a. an employee as designated by the Company, who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; or
- c. an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include –
 - (a) an Employee who is a Promoter or a person belonging to the Promoter group; or
 - (b) a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of Employees eligible for participating in the ESOS-2026 shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may be decided by the Board of Directors/Compensation/NRC of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter not earlier than 1 (One) year and not later than 7 (Seven) years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options as stipulated in the ESOS-2026. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the ESOS-2026.

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising*:

Sr. No.	Separations	Vested Options	Unvested Options
1	Resignation	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee on or before his last working day or before the expiry of the Exercise period with the Company, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	Termination (With cause like fraud, misconduct etc.)	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	Termination (Without cause)	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee on or before his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
4	Retirement or early Retirement approved by Company	All vested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.	All Unvested Options shall vest as per original vesting schedule and may be exercised by the Option Grantee within the originally allowed exercise period.
5	Death	All Vested Options, granted under a Scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Employee, as the case may be and such Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 12 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s within 12 months from the date of Death.

Sr. No.	Separations	Vested Options	Unvested Options
6	Permanent Disability	All Vested Options, granted to him/her under a Scheme as on the date of permanent incapacitation shall vest in him/her on that day and such Options may be exercised by the Option Grantee or, if the Option Grantee is himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 12 months from the date of such disability.	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or legal heir immediately after, but in no event later than 12 months from the date of such disability.
7	Abandonment**	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	Any other reason not specified above	The Committee or any other Board Committee as due authorized shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

* *In case of any regulatory changes warranting any change in vesting schedule/ conditions/ exercise period in any of the above separation conditions, the provisions of such change shall apply.*

** *The Board/Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the ESOS-2026 in any manner which may be detrimental to the interests of the Employees.*

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 7 (Seven) Years from the date of respective grant of Options, unless otherwise decided by the Board/Compensation/NRC.

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

f) Exercise price or pricing formula

Exercise Price means the price, payable by an employee for exercising the option granted to such an employee in pursuance of ESOS-2026.

The Exercise Price shall be as may be decided by the NRC as is allowed under the Companies Act, 2013 and SEBI (SBEB and SE) Regulations which in any case will not be lower than the face value and shall not be more than the Market Price ('MP') of the equity share of the Company at the time of grant of option. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates and shall be in the conformity with the applicable accounting policies/standards, if any. The same shall be subject to any fair and reasonable adjustments that may be made on account of corporate actions of the Company to comply with the applicable laws.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favor of the Company, or by any other payment methods prevalent in RBI recognized companying channels or in such other manner and subject to such procedures as the Committee may decide.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid/ payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

g) Exercise period and process of exercise

The exercise period shall not be more than 5 (five) years from the date of respective vesting of Options. The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the NRC from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the NRC from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

h) Appraisal Process for determining the eligibility of Employees to the ESOS-2026

The appraisal process for determining the eligibility of the Employee(s) will be specified by the NRC and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the NRC.

i) Maximum quantum of benefits to be provided per Employee under the ESOS-2026

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each employee, per grant and in aggregate.

No benefit other than grant of Options under ESOS-2026, and any consequential issue of equity shares of the Company is contemplated under ESOS-2026. Therefore, the maximum quantum of benefits under ESOS-2026 is the difference between the market value of the equity shares of the Company as on the date of exercise and the exercise price of the Options.

j) Whether ESOS-2026 is to be implemented and administered directly by the Company or through a trust

The ESOS-2026 will be implemented and administered directly by the Company under the guidance of the NRC.

k) Whether ESOS-2026 involves new issue of shares by the Company or secondary acquisition by the trust

The ESOS-2026 will involve only new issue of shares by the Company.

l) The amount of loan to be provided for implementation of the ESOS-2026 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

- m) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS-2026**

Not Applicable

- n) **Disclosure and accounting policies**

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to SEBI (SBEB and SE) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

The Company shall make disclosures to the prospective Option Grantees containing statements of risks, information about the Company and salient features/Scheme document of the ESOS-2026 in a format as prescribed under SEBI (SBEB and SE) Regulations.

The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure thereof as prescribed under SEBI (SBEB and SE) Regulations or any other Applicable Laws as in force.

The company shall be free to determine the exercise price subject to conform to the accounting policies specified in Regulation 15 of SEBI (SBEB and SE) Regulations

- o) **Method of valuation of Options**

The Company shall use an appropriate fair value method for valuation of Options on the date of the grant to calculate the employee compensation cost.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz.

In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

- p) **Lock-in period, if any**

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise except such restrictions as may apply under the applicable laws/regulatory authority from time to time. Further, the Board or Nomination & Remuneration Committee as may be authorised by the Board may, in some cases, provide for lock-in of Shares issued upon exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

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

q) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and SE) Regulations

The procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted at any time in compliance with applicable laws which shall also include:

- (i) permissible sources of financing for buy-back;
- (ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
- (iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and as amended from time to time.

r) Rights of the Option holder

The Employee shall not have right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Option granted to him, till shares are allotted upon exercise of Option.

s) Consequence of failure to exercise Option

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

t) Certificate from Secretarial Auditors

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

u) Terms of the scheme:

- 1) The Company shall not vary the terms of the ESOS-2026 in any manner, which may be detrimental to the interests of the Option grantees: Provided that the NRC shall be entitled to vary the terms of the ESOS-2026 to meet any regulatory requirements without seeking shareholder's approval by special resolution in terms of regulation 7 of SEBI (SBEB and SE) Regulations.
- 2) Subject to clause (a) of sub-rule (5) of Rule 12 of Companies SCD Rules and relevant regulation of SEBI (SBEB and SE) Regulations, the Company may by special resolution in a general meeting vary the terms of the scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Option grantees.
- 3) The notice for passing special resolution for variation of terms of the ESOS-2026 scheme shall disclose full details of the variation, the rationale therefore and the details of the Option grantees who are beneficiaries of such variation.
- 4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; provided that the Company ensures that such re-pricing

shall not be detrimental to the interest of the Option grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

v) Transferability of Employee Stock Options:

- 1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
- 2) In the event of resignation or termination of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.
- 3) In the event that an Option grantee who has been granted benefits under a ESOS-2026 scheme is transferred or deputed to holding company or its subsidiary company or associate company or group company (present or future) prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed Employee, even after the transfer or deputation.

w) Other terms

The Board of Directors shall have the absolute authority to vary, modify or alter the terms of the ESOS-2026 in accordance with the Companies Act, 2013, as amended read with rules made thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board of Directors may, if it deems necessary, modify, change, vary, amend, suspend or terminate the ESOS-2026, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the ESOS-2026 and such ESOS-2026 may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

Consent of the members is sought pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of regulation 6 of the SEBI SBEB and SE Regulations.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 1 and 2, except to the extent of their entitlements, if any, under the ESOP Scheme.

Your Directors recommend the Resolutions set out in Item No. 1 and 2 of the Notice for adoption by the Shareholders as Special Resolution.

Item No. 3:

Appointment of Mr. Ghanshyam Vijaykumar Vyas (DIN: 11386659) as an Independent Director.

Pursuant to Section 161 of the Act, Article 64 of Articles of Association and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have at their Meeting held on November 24, 2025 appointed Mr. Ghanshyam Vijaykumar Vyas (DIN: 11386659) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period of five years commencing from November 24, 2025 to November 23, 2030, not liable to retire by rotation, subject to approval of the Members of the Company through Ordinary Resolution.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, a listed entity is required to obtain approval of shareholders for appointment of a director at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier. However, the Company is listed on the SME platform of BSE Ltd., the provisions of Regulation 17(1C) are not applicable to the Company.

The brief resume and the nature of expertise of Mr. Vyas is as under:

Mr. Vyas, aged 67 years, is a Chartered Accountant with over 40 years of post-qualification experience. He holds a Bachelor of Science (B.Sc. Hons.) from Bombay University and is a member of the Institute of Chartered Accountants of India (ICAI), since 1984.

Previously, he has served as Senior Audit I/C with two renowned Mumbai-based Chartered Accountancy firms Chokshi & Chokshi and Khandelwal Jain & Co. He is currently the Proprietor of M/s. G. V. Vyas & Co., Chartered Accountants (ICAI Firm Registration No. 0128567W) and a Partner at M/s. H. Rajen & Co., Chartered Accountants (Firm Registration No. 108351W).

Mr. Vyas's core expertise lies in Audit and Taxation, with extensive experience in conducting statutory and internal audits for listed companies, unlisted corporates, LLPs, partnership firms, charitable trusts, and NGOs. He has also undertaken international audit assignments in Mauritius and Nigeria, enhancing his global exposure. In addition, he possesses in-depth experience in Tax Audits under the Income Tax Act, along with a broad range of Direct and Indirect Tax engagements.

He brings strong analytical skills, integrity, and decades of proven experience in audit and taxation, providing strategic financial oversight, strengthening corporate governance, and supporting sustainable growth as an Independent Director.

Mr. Vyas is not disqualified from being appointed as a director under the provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a director of the Company.

The Company has received necessary declaration(s) from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention to propose the candidature of Mr. Vyas as a director of the Company.

The role and capabilities as required in the case of an independent director are well defined in the Remuneration Policy of the Company. The NRC of the Board has evaluated the profile of Mr. Vyas and concluded that he possess the relevant skills and capabilities to discharge the role of Independent Director. Mr. Vyas is a person of integrity and upholds ethical standards of integrity and probity, will act objectively and constructively, exercise his responsibilities in a bona-fide manner in the interests of the Company, devote sufficient time and attention to his professional obligations for informed and balanced decision-making and assist the Company in implementing the best corporate governance practices.

Your Board believes that Mr. Vyas's appointment on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of business development and financial oversight. In the opinion of the Board, he fulfils the conditions specified in the Act for appointment as an Independent Director.

In accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2, Mr. Vyas's other particulars are given in "Annexure - A" to this Notice.

The Board, after satisfying itself that the appointment of Mr. Vyas will be in the interest of the Company and recommends the appointment of Mr. Vyas as a Non-Executive Independent Director, not liable to retire by rotation.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at www.monikaalcobev.com.

Save and except Mr. Ghanshyam Vijaykumar Vyas and his relatives, none of the Directors/ Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out in Notice.

Accordingly, the Board recommends the Ordinary Resolutions stated in Item No. 3, for approval of the Members of the Company.

Item No. 4:

Appointment of Mr. Samir Kumar Das (DIN: 09645179) as an Independent Director.

Pursuant to Section 161 of the Act, Article 64 of Articles of Association and based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company have at their Meeting held on November 24, 2025 appointed Mr. Samir Kumar Das (DIN: 09645179) as an Additional Director in the capacity of Non-Executive Independent Director of the Company to hold office for a period of five years commencing from November 24, 2025 to November 23, 2030, not liable to retire by rotation, subject to approval of the Members of the Company through Ordinary Resolution.

In terms of Regulation 17(1C) of the SEBI Listing Regulations, a listed entity is required to obtain approval of shareholders for appointment of a director at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier. However, the Company is listed on the SME platform of BSE Ltd., the provisions of Regulation 17(1C) are not applicable to the Company.

The brief resume and the nature of expertise of Mr. Das is as under:

Mr. Das, aged 57 years, is a seasoned financial services professional with over 26 years of leadership experience across reputed organizations, including SBI, ICICI Bank, Axis Bank, Tata Capital, and Aditya Birla Finance. He brings deep expertise in governance, corporate and SME risk management, credit, stressed asset management, and resolution strategies under the Insolvency & Bankruptcy Code.

Mr. Das is an Insolvency Professional with a strong and diverse professional background. He holds a B.A. in Political Science & Public Administration from Osmania University and a Diploma in Electrical Engineering, both obtained in 1991. He is a Certified Associate of the Indian Institute of Banking & Finance (CAIIB, 2001) and an Oracle Certified Professional - DBA (2004).

A board-aspiring leader, Mr. Das combines strong technical qualifications with strategic experience across the financial services ecosystem, offering valuable insights and expertise to support the company's growth, governance, and risk management initiatives.

Mr. Das is not disqualified from being appointed as a director under the provisions of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent to act as a director of the Company.

The Company has received necessary declaration(s) from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) SEBI Listing Regulations and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

The Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention to propose the candidature of Mr. Das as a director of the Company.

The role and capabilities as required in the case of an independent director are well defined in the Remuneration Policy of the Company. The NRC of the Board has evaluated the profile of Mr. Das and concluded that he possess the relevant skills and capabilities to discharge the role of Independent Director. Mr. Das is a person of integrity and upholds ethical standards of integrity and probity, will act objectively and constructively, exercise his responsibilities in a bona-fide manner in the interests of the Company, devote sufficient time and attention to his professional obligations for informed and balanced decision-making and assist the Company in implementing the best corporate governance practices.

Your Board believes that Mr. Das's appointment on the Board will support in broadening the overall expertise of the Board and will bring wide experience particularly in the areas of business development financial services, and risk management. In the opinion of the Board, Mr. Das fulfils the conditions specified in the Act for appointment as an Independent Director.

In accordance with Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2, Mr. Das's other particulars are given in "Annexure - A" to this Notice.

The Board, after satisfying itself that the appointment of Mr. Das will be in the interest of the Company and recommends the appointment of Mr. Das as a Non-Executive Independent Director, not liable to retire by rotation.

A copy of the appointment letter, setting out his terms and conditions of appointment is available on the website of the Company at www.monikaalcobev.com.

Save and except Mr. Samir Kumar Das and his relatives, none of the Directors/Key Managerial Personnel and their relatives are in any way, interested or concerned, financially or otherwise in the Resolution set out in Notice.

Accordingly, the Board recommends the Ordinary Resolutions stated in Item No. 4, for approval of the Members of the Company.

By order of the Board of Directors,
For Monika Alcobev Limited

Kalpesh Ramina
Company Secretary & Compliance Officer
Membership No.: ACS 65189

Place: Mumbai

Date: February 12, 2026

Registered Office:

2403, 24th Floor, Signature,
Suresh Sawant Road, Off. Veera Desai Road,
Andheri West, Mumbai 400053, Maharashtra, India
CIN: L15490MH2022PLC375025

ANNEXURE - A

Appointment of Directors:

Additional Information of the Directors seeking appointment as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard - 2 are provided herein below:

Sr. No.	Particulars	Details	
1.	Name	Ghanshyam Vijaykumar Vyas	Samir Kumar Das
2.	Category / Designation	Non-Executive, Independent Director	Non-Executive, Independent Director
3.	Director Identification Number (DIN)	11386659	09645179
4.	Age	67 years	57 years
5.	Date of Birth	December 31, 1957	April 23, 1968
6.	Original Date of Appointment	November 24, 2025	November 24, 2025
7.	Qualifications	<ul style="list-style-type: none"> - Chartered Accountant (CA) - Bachelor of Science (B.Sc. Hons.) 	<ul style="list-style-type: none"> - B.A. in Political Science & Public Administration - Diploma in Electrical Engineering - Insolvency Professional - Certified Associate of the Indian Institute of Banking & Finance (CAIIB) - Oracle Certified Professional - DBA - Insolvency Professional (IP)
8.	Name of listed entities from which the person has resigned in the past three years	Nil	Nil
9.	Directorship in other Companies	Nil	Nil
10.	Chairmanship / Membership of Committees in other Companies	Nil	Nil
11.	Number of Equity Shares held in the Company	Nil	Nil
12.	Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil

Sr. No.	Particulars	Details	
13.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None	None
14.	Terms and conditions of appointment	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from November 24, 2025.	Appointed as an Independent Director not liable to retire by rotation for 5 consecutive years with effect from November 24, 2025.
15.	Remuneration last drawn (in FY 2025-26), if applicable	Not Applicable	Not Applicable
16.	Remuneration proposed to be paid	Sitting fees in accordance with the provisions of the Companies Act, 2013	Sitting fees in accordance with the provisions of the Companies Act, 2013
17.	Number of Meetings of the Board attended during the year 2025-26	2 of 2	2 of 2
18.	Justification for choosing the appointee for appointment as Independent Director	Please refer Item No. 3 of the Explanatory Statement forming a part of this Postal Ballot Notice.	Please refer Item No. 4 of the Explanatory Statement forming a part of this Postal Ballot Notice.
19.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements		
20.	Brief Resume		
21.	Nature of expertise in specific functional areas		