

POSTAL BALLOT NOTICE

(Pursuant to Section 110, 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the resolution set out below are proposed for approval by the members of Capillary Technologies India Limited ("the Company") through Postal Ballot by voting through electronic means ("remote e-voting") only.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Notice will also be placed on the website of the Company at <https://www.capillarytech.com/investors/shareholder-information/> websites of the stock exchanges where the equity shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those members whose e-mail address is registered with the Company/depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Scrutinizer for conducting the Postal Ballot

The Board of Directors of the Company ("**Board**") has appointed CS Pramod S M, (Membership No. F7834, COP: 13784), or in his absence CS Biswajit Ghosh (Membership No. F8750, COP: 8239), Partner of M/s. BMP & Co. LLP, a Practicing Company Secretary firm, Bengaluru, as the Scrutinizer ("**Scrutinizer**") for scrutinizing the postal ballot / e-voting in a fair and transparent manner in accordance with applicable laws.

Capillary Technologies India Limited

CIN- U72200KA2012PLC063060
Regd. Office - 360, bearing PID No: 101, 360, 15th Cross Rd, Sector 4,
SR Layout, Bengaluru, Karnataka 560102
Email: secretarial@capillarytech.com
Website: www.capillarytech.com
Tel: 080-41225179



E-voting

Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process. The remote e-voting period commences on Saturday, December 06, 2025 from 9.00 a.m. (IST) and ends on Sunday, January 04, 2026 at 5.00 p.m. (IST). The remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1. RATIFICATION OF CAPILLARY EMPLOYEES STOCK OPTION SCHEME-2021 ("ESOP 2021/ SCHEME").

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

"RESOLVED THAT pursuant to applicable provisions of Section 62(1)(b) of the Companies Act, 2013 ("Act"), Rule 12 of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations") and such other laws, rules, regulations, notifications and circulars (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) as may be applicable ("Applicable Laws"), the relevant provisions of the Memorandum of Association and Articles of Association of Capillary Technologies India Limited ("Company") and further subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the relevant authorities, the 'Capillary Employees Stock Option Scheme - 2021 ("ESOP 2021" or "Scheme") as amended and approved by the Members of the Company on 30th May 2025, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, be and is hereby ratified within the meaning of the SEBI (SBEB & SE) Regulations, as detailed in the explanatory statement annexed hereto, along with the consent accorded to the Board of Directors of the Company ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), being authorised to create, offer, issue, reissue and allot employee stock options ("ESOPs") Equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered already approved at any time to or for the benefit of the eligible employees under the ESOP 2021, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2021 and as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

A large, stylized version of the Capillary logo, consisting of four overlapping loops in blue, orange, green, and yellow, forming a circular shape.

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RESOLVED FURTHER THAT the consent be and is hereby accorded to the Board to create, offer, grant, issue, reissue and allot not exceeding 72,91,000 employee stock options (“ESOPs”), exercisable into 72,91,000 equity shares of face value of Rs. 2/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company including subsidiary(ies) or its associate company, in India or outside India, or of the Holding Company of the Company, whether working in India or out of India, present or future, as may be decided by the Board and permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the Eligible Employees and that the grant of options, vesting and exercise thereof shall be in and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Scheme, the accounting policies, SEBI (SBEB & SE) Regulations and in due compliance with the applicable laws and regulations in force, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the authority granted to the Board of Directors of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations) to grant ESOPs be and is hereby ratified.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, in accordance with ESOP 2021.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board of the Company (“Board” which expression shall also include the Nomination and Remuneration Committee of the Company, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations), to issue and allot equity shares upon exercise of options from time to time in accordance with the ESOP 2021 and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to modify, change, vary, alter, amend, suspend or terminate the ESOP 2021 at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SEBI (SBEB & SE) Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings

A large, stylized version of the Capillary logo, consisting of three overlapping loops in blue, orange, and green, forming a 'C' shape.

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and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SEBI (SBEB & SE) Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board ("Board" which expression shall also include the Nomination and Remuneration Committee of the Company) be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme and modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT any Director or CFO or Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these resolutions, be and is hereby ratified.

RESOLVED FURTHER THAT any Director or CFO or Company Secretary of the Company be and are hereby authorised to certify a copy of this resolution and issue the same to all concerned parties."

**By order of the Board of Directors,
For Capillary Technologies India Limited**

**Sd/-
Gireddy Bhargavi Reddy
Company Secretary and Compliance Officer
Membership No. 17091**

**Date: December 04, 2025
Registered Office: 360, bearing PID
No: 101, 360, 15th Cross Rd, Sector 4,
HSR Layout, Bengaluru, Karnataka
560102**

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NOTES:

1. Pursuant to Sections 102 and 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws, an explanatory statement setting out material facts and reasons for the proposed resolution is appended hereto.
2. This Postal Ballot Notice is being sent by email only to the members of the Company, whose names appear on the Register of members/list of beneficial owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and Registrar and Share Transfer Agent on, **Friday, November 28, 2025**, the cut-off date. Any person who has received but who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the members who have registered their email addresses with the Company / Depositories/ Depository Participants/ Registrar and Share Transfer Agent (RTA). The same may also be downloaded from the Company's website <https://www.capillarytech.com/investors/shareholder-information/> the website of NSDL, BSE and NSE.
3. Only those members whose names are appearing in the register of members / list of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. Members can vote for their entire voting rights as per their discretion.
4. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company's website at <https://www.capillarytech.com/investors/shareholder-information/>
5. As permitted by MCA vide MCA Circulars, the Company is sending this Notice in electronic form only. Hence, in compliance with the MCA Circulars, hard copy of Notice along with Postal Ballot forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the members would take place through the remote e-voting system only.
6. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and members holding shares in physical mode are requested to update their email addresses with the Company

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by sending an email to investorrelations@capillarytech.com to receive the Notice in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Notice, user ID / password for e- voting.

Registering Email Address	
Please contact your DP and register your email address in your demat account, as per the process advised by your DP.	
Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
Update of signature of securities holder	Form ISR - 2
For nomination as provided in Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH - 13
Declaration to opt out	Form ISR - 3
Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH - 14
Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4

Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password for e-voting. After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, within 48 hours of successful registration of the e-mail address by the member. In case of any queries, members may write to evoting@nsdl.com

7. The Board of Directors of the Company vide their resolution dated December 04, 2025 has appointed CS Pramod S M, (Membership No. F7834, COP: 13784), or in his absence CS Biswajit Ghosh (Membership No. F8750, COP: 8239), Partner of M/s. BMP & Co. LLP, a Practicing Company Secretary firm, Bengaluru, as the Scrutinizer for scrutinizing the postal ballot / e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made there under.
8. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to investorrelations@capillarytech.com or evoting@nsdl.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot i.e. between the periods December 06, 2025 to January 04, 2026.
9. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing

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Regulations, SS-2, the MCA Circulars, the Company has provided only e-voting facility for its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members.

10. Once the vote on the resolution is cast by the members, the members shall not be allowed to change it subsequently.
11. The Scrutinizer will submit his report to the Chairperson of the Board (the “Chairperson”) or to any other person authorized by the Chairperson after completion of the scrutiny of the e-voting not later than 2 (two) working days from the last day of e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The result declared along with the Scrutinizer’s report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company’s website at <https://www.capillarytech.com/investors/shareholder-information/>
12. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The last date specified by the Company for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority i.e. **on Sunday, January 04, 2026.**
13. Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means, if any:
Gireddy Bhargavi Reddy,
Company Secretary and Compliance Officer
#360 bearing PID No 101, 360, 15th Cross Rd, Sector 4, HSR Layout, Bangalore 560 102, Karnataka, India
Email: investorrelations@capillarytech.com
Phone: +91 8041225179

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



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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.	- 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. - 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. - 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 - 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

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	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. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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. - 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. - 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. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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.



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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

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



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pramod@bmpandco.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.

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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 Mr. Falguni Chakraborty, 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 e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@capillarytech.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@capillarytech.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.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By order of the Board of Directors,
For Capillary Technologies India Limited**

Sd/-

**Gireddy Bhargavi Reddy
Company Secretary and Compliance Officer,
Membership No. 17091**

Date: December 04, 2025

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EXPLANATORY STATEMENT
Pursuant to Section 102 the Companies Act, 2013 ("Act")

Item No. 1:

Capillary Employees Stock Option Scheme-2021 ("ESOP 2021 / Scheme") of Capillary Technologies India Limited was approved by the members at the extra-ordinary general meeting held on October 29, 2021 and the subsequent amendments to the Scheme were approved by the shareholders at their meetings held on November 30, 2021, March 24, 2023, October 10, 2023, April 10, 2025 and May 30, 2025.

ESOP 2021 was amended in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), pursuant to the resolutions of the shareholders at their meetings held on March 12, 2025, April 10, 2025 and May 30, 2025, prior to the listing of equity shares of the Company on BSE Limited and National Stock Exchange of India Limited, respectively for the benefit of the eligible employees of the Company including subsidiary(ies) or its associate company, in India or outside India, or of the Holding Company of the Company, which entitles them to the shares of the Company. The ESOP 2021 has been formulated by the Board with an aim to encourage and motivate employees of the Company in strengthening and improving their performance, thereby contributing to the overall growth of the Company. The Nomination and Remuneration Committee shall administer the ESOP 2021 in accordance with the applicable laws.

In terms of Regulation 12(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations"), no company is permitted to make any fresh grants which involves allotment of shares to its employees under an employee stock option scheme formulated prior to listing of its shares unless such scheme is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

Further in terms of provisions of Rule 12(4) of Companies (Share Capital and Debenture) Rules, 2014, approval of the shareholders by way of a separate resolution shall be obtained by the Company in case of grant of options to identified employees of the Company, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option.

The Board of Directors, at its meeting held on December 04, 2025, based on the recommendation of Nomination and Remuneration Committee ("NRC") and subject to approval of members, approved the proposal for ratification of ESOP 2021.

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Accordingly, approval of the Members is being sought for the aforementioned item no. 1.

None of the Directors or Key Managerial Personnel (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent that the stock options may be granted to any of them pursuant to the ESOP 2021.

The particulars as required under Section 62 (1)(b) of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations are provided in **Annexure I**.

The Board thereby recommends passing of the resolution as set out under Item No. 1 of this notice for approval of the Members as special resolution.

**By order of the Board of Directors,
For Capillary Technologies India Limited**

Sd/-

Gireddy Bhargavi Reddy
Company Secretary and Compliance Officer,
Membership No. 17091

Date: December 04, 2025
Registered Office: 360, bearing PID No: 101, 360,
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Annexure-I

The details of the proposed variation in the terms of existing ESOP Plan of the Company as required under Section 62 (1)(b) of the Companies Act, 2013 read with rule 12(5)(b) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (SBEB & SE) Regulations, are as under:

The Company appreciates the role which people play in organizational growth. It strongly feels that the value created by its people should be shared with them. To create the feeling of inclusiveness and recognizing the contribution of the employees in building up the Company and to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize employees, the Company is intending to issue employee stock options under an employee stock option plan namely "Capillary Employees Stock Option Scheme 2021 ("ESOP 2021")" to the employees of the Company, as relevant, as determined from time to time.

(a) Brief description of the Capillary ESOP Scheme 2021:

The Objective of the scheme is to attract and retain talent in and within the Company, encourage employees to strive to perform better, and ultimately incentivize such employees who exhibit traits appreciated by the Company.



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(b) The total number of employee stock options to be offered and granted:

The maximum options under the pool of ESOP 2021 that may be granted shall be 72,91,000 options which shall correspond to 72,91,000 Equity shares having face value of Rs. 2/- each, in one or more tranches, on such other terms and conditions as the Nomination and Remuneration Committee, may decide from time to time, subject to any adjustment as may be required due to any corporate action or change in control of the Company.

The Company prior to its IPO has granted 29,61,948 options.

(c) Identification of classes of employees entitled to participate and be beneficiaries in the Capillary ESOP Scheme 2021:

Post listing of the equity shares of the Company on a recognized stock exchange (BSE Limited and the National Stock Exchange of India Limited) (as per Regulation 2(i) of the SEBI SBEB Regulations, as amended):

- i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- ii) 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
- iii) 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 the 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 percent of the outstanding Shares of the Company.

The eligibility to participate in the respective ESOP 2021 is subject to such criteria as may be determined by the Nomination and Remuneration Committee at its discretion, including, but not limited to, the performance metrics on the achievement of which the granted ESOPs would vest and which may be specified in the respective letters of grant to be issued to the grantee.

(d) Requirements of vesting and period of vesting:

The ESOPs shall vest not earlier than One (1) year from the date of grant for ESOPs and not later than 10 (ten) years from the date of grant. Vesting of ESOPs shall be subject to the terms and conditions mentioned in the ESOP 2021 as may be specified by the Nomination and Remuneration Committee including the continued employment with the Company, and



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certain performance conditions, and thus the Options would vest on passage of time on a quarterly/half yearly/ yearly basis.

(e) Maximum period within which the Options shall be vested:

There shall be a minimum period of one (1) year between the Grant of Options and Vesting of Options, with a maximum period of ten (10) years from the date of Grant by the Committee, including the continued employment with the Company, and certain performance conditions, and thus the Options would vest on passage of time on a quarterly/half yearly/ yearly basis.

(f) The exercise price or the pricing formula for arriving at the same:

The Exercise Price for the options granted before listing shall be as per the grant letters issued to employees, Exercise Price for the Options Granted post coming in to effect of this scheme shall be a price which should not be more than the volume weighted average price of last 90 days immediately preceding working day of the date of grant of Options, on the stock exchange, having the highest trading volume.

(g) Exercise period and process of exercise:

The exercise period and the process of exercise is as below:

Particulars	Vested Options	Unvested Options
In case of continuation of employment	All the Vested Options (whether granted pre-Listing or post-Listing) can be exercised within (a) 10 (ten) years from the date of vesting of options, or (b) 12 (twelve) years from the date of Listing, whichever is later.	All the Unvested Options shall continue to Vest as per the Vesting schedule.
Resignation	All the Vested Options shall be exercisable by the Option Grantee within 1 year from his last working day with the Company.	All the Unvested Options as on date of resignation shall cease to Vest with the Employee and such Unvested Options shall be added to the ESOP Pool. It is clarified that no Options shall Vest during the notice period of the Employee.
Death	All Options Granted as on date of death would vest in the legal heirs / nominee of the Grantee on that day. The Options would be exercisable by the legal heirs / nominee within a period of 1 year from the date of death, failing which all the	All the Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heirs immediately after, but in no event later than 1 year from the date of

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	Unexercised Options shall lapse irrevocably and the rights there under shall be extinguished and such lapsed options shall be available for further grants.	death of the Option Grantee. It is hereby clarified that the Vesting Period of 1 (one) year as regards Vesting will not apply in case of death of Option Grantee.
Termination due to Permanent Incapacitation	All Options Granted to Grantee as on date of Permanent Incapacity would vest in Grantee on that day. The Options would be exercisable within a period of 1 Year from the date of Permanent Incapacity by the Grantee/nominee, failing which all the Unexercised Options shall lapse irrevocably and the rights there under shall be extinguished and such lapsed options shall be available for further grants.	All the Unvested Options as on the date of such Permanent Incapacitation shall vest immediately and can be exercised by the Option Grantee or, in case of his death, the nominee or legal heirs immediately after, but in no event later than 1 year from the date of termination of the Option Grantee. It is hereby clarified that the Vesting Period of 1 (one) year as regards Vesting will not apply in case of Permanent Incapacity of Option Grantee.
Termination due to Cause	All the Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination of employment and such options shall be added back to the ESOP Pool.	All Unvested Options on the date of termination shall stand cancelled with effect from that date.
Termination by Company without Cause	All Vested Options shall be exercisable by the Grantee within a period of 1 year from Cessation date. The vested Options not so exercised shall lapse irrevocably and the rights there under shall be extinguished and such lapsed options shall be available for further grants.	Acceleration of Unvested Options up to 50%, subject to completion of minimum vesting period, on the sole discretion of the Committee. Remaining Unvested Options will stand cancelled as on the date of such Resignation.
Separation due to reasons other than those mentioned above	The Committee will decide whether the Vested Options on the date of separation 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.
Cessation of employment due to Retirement/ Superannuation	All the Vested Options shall be exercisable by the Grantee within a period of 1 year from Retirement/Superannuation. The vested Options not so exercised shall lapse irrevocably and the rights there	All Unvested Options would continue to vest in accordance with the respective vesting schedules even after retirement or superannuation in accordance with

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	under shall be extinguished and such lapsed options shall be available for further grants	the company's policies and the applicable law.
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(h) The appraisal process for determining the eligibility of employees for the Capillary ESOP scheme 2021

The Nomination and Remuneration Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be Granted and the terms and conditions thereof.

- Depending upon the role/ position of the employee and its criticality.
- **Performance of Employee:** Employee's performance during the financial year in the Company/ Holding/Subsidiary(ies)/ Associate Company.
- **Longevity of Service:** It will be determined on the basis of tenure of employment of an Employee in the Company/Subsidiary(ies)/ Associate Company.
- **Performance of Company:** Performance of the Company/Subsidiary(ies) as per the standards to be set by the Committee/ Board of Directors from time to time.
- Any other criteria as decided by the Committee in consultation with Board of Directors from time to time.

(i) Maximum number of options, to be offered and issued per employee and in aggregate, if any;

The Committee may from time to time, define the maximum number of Options to be Granted per Employee of the Company provided that Grant of Options to an Employee, during any 1 (one) year, shall not be equal to or be exceeding 1 (one) percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the Grant.

Provided, in the event the maximum number of Options to be Granted to an eligible Employee of the Company, during any one year, equals to or be exceeds one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of the Grant, the approval of the shareholders shall be taken in compliance with the Applicable Law.

(j) Maximum quantum of benefits to be provided per employee under Capillary ESOP scheme 2021

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the

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exercise of the ESOPs will be the difference in the exercise price and the market price of the equity shares.

Apart from grant of Options as stated above, no monetary benefits are contemplated under the ESOP 2021.

(k) Whether the Capillary ESOP scheme 2021 is to be implemented and administered directly by the Company or through a trust

The Plan is to be implemented and administered directly by the Company through the Board of Directors (including Nomination and Remuneration Committee) of the Company.

(l) Whether the Capillary ESOP scheme 2021 involves new issue of shares by the Company or secondary acquisition by the trust or both

Since the ESOP shall be granted directly to the employees (without trust route), this route would involve new/ fresh issue of shares by the Company.

(m) The amount of loan to be provided for implementation of Capillary ESOP scheme 2021 by the Company to the trust, its tenure, utilization, repayment terms, etc.

None

(n) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of Capillary ESOP scheme 2025
Not Applicable

(o) A statement to the effect that the company shall conform to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulations

The Company shall follow the relevant accounting standards as may be prescribed in terms of Section 133 of the Companies Act, 2013 and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of the SEBI (SBEB & SE) Regulations.

(p) The method which the company shall use to value its options

The Company shall adopt fair value method for valuation of options as prescribed under Ind AS 102 or under any relevant accounting standard notified by appropriate authorities from time to time. In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employees compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value,



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shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Board's Report.

(q) Period of lock-in

The equity shares issued and allotted to an Option Grantee pursuant to Exercise of Options shall not be subject to any lock-in and shall be freely transferable subject to the provisions of the Articles and the restrictions under Applicable Law including the Company's Code of Conduct in relation to insider trading under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

(r) Terms & conditions for buyback, if any, of specified securities covered under these regulations

The buy-back, if any, undertaken for the shares issued under the ESOP 2021 shall be in accordance with the SEBI Regulations and Companies Act, 2013.

(s) Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct

Please refer to point (g) above

(t) Specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee

Please refer to point (g) above.

(u) Variation of terms of the scheme

Nil

(v) Rationale of the variation of the terms of the scheme

Not Applicable

(w) Details of the employees who are beneficiaries of such variation

Not Applicable

**By order of the Board of Directors,
For Capillary Technologies India Limited**

Sd/-

**Gireddy Bhargavi Reddy
Company Secretary and Compliance Officer,
Membership No. 17091**

Date: December 04, 2025

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