

VARVEE GLOBAL LIMITED

(Formerly known as Aarvee Denims and Exports Limited)

CIN: L13121GJ1988PLC010504

Reg Office: 188/2, Ranipur Village, Opp. CNI Church, Narol, Ahmedabad – 382 405, Gujarat, India

Tel: +91 99240 48888, email: cs@varveeglobal.com

Web: www.varveeglobal.com

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force) and pursuant to other applicable laws and regulations and the Listing Agreement, the resolution being forwarded herewith are proposed to be passed through Postal Ballot only by voting through electronic means (“remote e- voting”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

The Scrutinizer will submit his report to the duly authorized person of the Company after the receipt of assent or dissent of the Members by remote e-voting only. The result of the Postal Ballot shall be declared by Chairperson or any other duly authorized person of the Company on or before **Saturday, March 21, 2026**. The voting results will be communicated to the stock exchanges, depositories, registrar and share transfer agents and shall also be displayed on the Company’s website on or before **Saturday, March 21, 2026** and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and BSE Limited (BSE) in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reason for the Resolutions are also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, February 19, 2026 and ends at 5.00 p.m. (IST) on Friday, March 20, 2026. The Scrutinizer will submit his report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before **Saturday March 21, 2026**.

SPECIAL BUSINESS:

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of member be and hereby accorded for adoption of the new set of Articles of Association in substitution of and to the exclusion of the existing Articles of Association by Company in accordance with the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage 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 Mr. Jaimin Gupta, Chairman and Managing Director and Mrs. Abira Mansuri, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

Registered Office:
188/2, Ranipur Village,
Opp. CNI Church, Narol,
Ahmedabad – 382 405,
Gujarat, India

By Order of the Board of Directors
Sd/-
Jaimin Kailash Gupta
Chairman and Managing Director
[DIN: 06833388]

CIN: L13121GJ1988PLC010504
Tel. No. +91-9879597904
Website: www.varveeglobal.com
E-mail: cs@varveeglobal.com

Place : Ahmedabad
Date : February 18, 2026

Notes:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“The Rules”) setting out material facts is annexed herewith and forms part of this notice of Postal Ballot.

2. The Board has appointed Mr. Tapan Shah, Practicing Company Secretary (ICSI membership number: FCS [4476], certificate of practice number: [2839], as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as **on Friday, February 13, 2026** in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 17/2020 , General Circular No. 19/2021 and General Circular No. 20/2021. A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only.

4. Members may note that this Postal Ballot Notice will also be available on the Company’s website i.e. <https://varveeglobal.com/investor-relations/shareholders-information/shareholders-meeting-postal-ballot/>

5. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. **Friday, March 20, 2026** in terms of Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.

6. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated 8th April 2020 and 13th April 2020, General Circular No. 19/2021 and General Circular No. 20/2021 dated 08.12.2021 respectively issued by the Ministry of Corporate Affairs (MCA) **the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, February 13, 2026 being the cut-off date, to exercise their right to vote electronically on the above resolutions.**

7. The voting rights for the Equity Shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them, which will be determined on the basis of the paid-up value of shares registered in the name of each member as on **Friday, February 13, 2026.**

8. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the Company has provided the facility to members to exercise their votes electronically and to vote on the resolutions through the remote e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Postal Ballot Notice.

9. The Scrutinizer will submit his report to Chairperson or any other person authorized by the Chairperson after the completion of scrutiny, and the result of the remote e-voting by Postal Ballot will be announced by the Chairperson or any director of the Company duly authorized, **on or before Saturday, March 21, 2026** and will also be displayed on the Company website <https://varveeglobal.com/investor-relations/shareholders-information/shareholders-meeting-postal-ballot/> and will be intimated to the Stock Exchanges where the shares of the Company are listed i.e. National Stock Exchange of India Limited and BSE Limited (BSE) in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

10. Members can also contact to Ms. Abira Mansuri, Company Secretary and Compliance Officer of the company to resolve any grievances with regard to remote e-voting by Postal Ballot. Address: - 188/2, Ranipur Village, Opp. CNI Church, Narol, Ahmedabad – 382 405, Gujarat, India.
Email Id: cs@varveeglobal.com , Phone number – +91-9879597904.

11. All the 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 remote e-voting.

12. A member cannot exercise his vote by proxy on Postal Ballot.

13. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

14. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-voting service facility arranged by NSDL. The instructions for electronic voting are given in this Notice. **The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, February 19, 2026 and ends at 5.00 p.m. (IST) on Friday, March 20, 2026.** E-Voting shall not be allowed beyond the said time and date.

15. In accordance with Regulation 44 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of the Rules, the Company is pleased to offer remote e-voting facility to members through such e-voting system. Notice of this Postal Ballot has been sent to all the members who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL)

A. VOTING THROUGH ELECTRONIC MEANS

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e- Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. 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> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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 or joining virtual meeting & voting during the meeting.
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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.

1. 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.*
2. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 138624 then user ID is 138624001***

3. 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.

is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 info@tapanshah.in with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Himali Singh at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@varveeglobal.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 cs@varveeglobal.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.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement

Pursuant to section 102 and 110 of the Companies act, 2013 read with rule 22 of the Companies (Management and Administration) rules, 2014.

Item No. 1:

The Company had adopted its existing Articles of Association (“AOA”) on **19 August 2014** in accordance with the provisions of the Companies Act, 2013.

The Board of Directors of the Company, at its meeting held on **18 February 2026**, considered and approved the proposal to substitute the existing Articles of Association with a new set of Articles of Association.

There has been a change in the control and management of the Company. Upon review of the existing Articles of Association, the new management observed that certain provisions contained therein are no longer relevant in the present context and therefore require change or deletion.

Further, in view of the evolving business requirements of the Company, it is considered necessary to introduce greater flexibility and clarity in the governance framework of the Company. Additionally, pursuant to regulatory developments under the Companies Act, 2013 and amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the existing Articles of Association require alignment with the current legal and regulatory framework and in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder.

Accordingly, in order to bring the Articles of Association with the prevailing statutory provisions and business needs, it is considered desirable to adopt a comprehensive new set of Articles of Association in substitution of and to the exclusion of the existing Articles of Association of the Company.

Accordingly, pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, and subject to the approval of the Members, it is proposed to substitute the existing Articles of Association of the Company with the new set of Articles of Association.

A copy of the proposed new Articles of Association is available for inspection by the Members at the Registered Office of the Company during normal business hours on all working days, and the same shall also be available on the website of the Company.

The Board of Directors recommends the Special Resolution as set out in the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is



concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

Registered Office:

**188/2, Ranipur Village,
Opp. CNI Church, Narol,
Ahmedabad – 382 405,
Gujarat, India**

By Order of the Board of Directors

Sd/-

**Jaimin Kailash Gupta
Chairman and Managing Director
[DIN: 06833388]**

CIN: L13121GJ1988PLC010504

Tel. No. +91-9924048888

Website: www.varveeglobal.com

E-mail: cs@varveeglobal.com

Place : Ahmedabad

Date : February 18, 2026