



Nuvama Wealth Management Limited

CIN: L67110MH1993PLC344634

Registered Office – 801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

Tel: (91-22) 6620 3030; **E-mail:** secretarial@nuvama.com

Website: www.nuvama.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given that pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”), read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and various subsequent Circulars latest being No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable Laws, Rules and Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the items of special business as set out in this Notice are proposed for approval by the Members of Nuvama Wealth Management Limited (“**the Company**”) (as on the “**Cut-off Date i.e. November 3, 2025**”) through postal ballot by way of remote electronic voting (“**remote e-voting**”) process only.

The proposed resolutions and the Explanatory Statement(s) pursuant to Section 102 and Section 110 and other applicable provisions of the Act, read with Rules framed thereunder, setting out all the material facts and reasons and rational thereof is annexed to this Postal Ballot Notice (the “**Notice**”).

In compliance with the aforesaid MCA Circulars, the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories/ Registrar and Transfer Agent (“**RTA**”) of the Company as on the Cut-off Date. Accordingly, physical copy of this Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members.

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, November 8, 2025.
End of remote e-voting:	Up to 5.00 p.m. (IST) on Sunday, December 7, 2025.

The remote e-voting facility will be disabled immediately thereafter and voting shall not be allowed beyond the said time and date.

In compliance with Regulation 44 of the 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 its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the e-voting system.

The Company has engaged the services of MUFG Intime India Private Limited ("**MUFG Intime**"), RTA, for the purpose of providing remote e-voting facility to the Members. The instructions for remote e-voting are appended to this Notice.

Members may note that the Notice will be available on the website of the Company i.e. www.nuvama.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice will also be available on the website of MUFG Intime at <https://instavote.linkintime.co.in>

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Board of Directors has appointed CS Nilesh Shah or failing him CS Mahesh Darji or failing him CS Hetal Shah of M/s. Nilesh Shah and Associates, a Practicing Company Secretary firm, Mumbai, as scrutinizer to scrutinize the postal ballot remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his/her report to the Chairperson of the Board or any person authorized by him. The results of the remote e-voting along with the Scrutinizer's Report, shall be announced by the Chairperson or such authorized person within the stipulated timelines. The Scrutinizer's decision on the validity of the postal ballot shall be final.

The said voting results along with Scrutinizer's Report will be displayed at the Notice Board of the Registered Office of the Company, on the website of the Company i.e. www.nuvama.com and on the website of MUFG Intime, after the declaration of the results. The results shall also be communicated to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for remote e-voting by the requisite majority of Members by means of postal ballot, i.e. Sunday, December 7, 2025.

SPECIAL BUSINESSES:

Item No. 1:

To approve Sub-division /Split of Equity Shares of the Company:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Share Capital and Debentures) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws, rules and regulations for the time being in force, prescribed by any relevant authorities from time to time, to the extent applicable and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies) and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for sub-division of equity shares of the Company, such that 1 (One) equity share having face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, be sub-divided into 5 (Five) equity shares having face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking pari passu with each other in all respect with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which expression shall be deemed to include a Committee of Directors duly constituted or to be constituted by the Board).

FURTHER RESOLVED that consequently pursuant to the provisions of Section 13, 61 and other applicable provisions of the Act, Clause V of Memorandum of Association of the Company be and is hereby altered and substituted by the following:

The Authorised Share Capital of the Company is Rs. 2000,00,00,000/- (Rupees Two Thousand Crores Only) divided as follows:

- (i) Rs. 799,54,00,000 (Rupees Seven Hundred Ninety Nine Crores and Fifty Four Lakhs Only) divided into 399,77,00,000 (Three Hundred Ninety Nine Crores and Seventy Seven Lakhs) Equity Shares of Rs. 2/- each.
- (ii) Rs. 1200,00,00,000 (Rupees One Thousand Two Hundred Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) Preference Shares of Rs. 1,000/- each; and
- (iii) Rs. 46,00,000 (Rupees Forty Six Lakhs Only) divided into 4,60,000 (Four Lakh Sixty Thousand) Preference Shares of Rs. 10/- each.”

FURTHER RESOLVED that upon sub-division of equity shares and with effect from the Record Date:

(a) the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 10/- (Rupees Ten Only) each, fully paid up, shall be deemed to be automatically cancelled and shall be of no effect and in lieu of the same the Company shall issue letter of confirmation(s) and/or credit the sub-divided equity shares in compliance with the applicable laws/guidelines in this regard; and

b) the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing equity shares of the Company having face value of Rs. 10/- (Rupees ten only) each held in their respective beneficiary demat account(s).

FURTHER RESOLVED that the Board be and is hereby authorised to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the Nuvama Wealth Management Limited- Employee Stock Option Plan 2021 and Nuvama Wealth Employee Stock Appreciation Rights Plan 2024 (collectively referred to as "Schemes") of the Company due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

FURTHER RESOLVED that for the purpose of giving effect to the aforesaid Resolution, the Board and Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this Resolution to any officer / executive of the Company including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/split of equity shares, to accept and make any alteration(s), modification(s) to terms and to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to appoint legal representatives, advocates, attorneys, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and to execute and file all the relevant applications, papers, documents, undertakings and other declarations with the Registrar of Companies, Stock Exchanges, Depositories, Registrar & Transfer Agents and other appropriate authorities in due compliance of the applicable rules and regulations without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

Item No. 2:

To approve the alteration of the Capital Clause of the Memorandum of Association of the Company

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

"RESOLVED that pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and as approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company by substituting it with the following new Clause V:

“V. The Authorised Share Capital of the Company is Rs. 2000,00,00,000/- (Rupees Two Thousand Crores Only) divided as follows:

- (iv) Rs. 799,54,00,000 (Rupees Seven Hundred Ninety Nine Crores and Fifty Four Lakhs Only) divided into 399,77,00,000 (Three Hundred Ninety Nine Crores and Seventy Seven Lakhs) Equity Shares of Rs. 2/- each.
- (v) Rs. 1200,00,00,000 (Rupees One Thousand Two Hundred Crores Only) divided into 1,20,00,000 (One Crore and Twenty Lakhs) Preference Shares of Rs. 1,000/- each; and
- (vi) Rs. 46,00,000 (Rupees Forty Six Lakhs Only) divided into 4,60,000 (Four Lakh Sixty Thousand) Preference Shares of Rs. 10/- each.”

FURTHER RESOLVED that for the purpose of giving effect to the Resolution, the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this Resolution) and Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to delegate all or any of its powers conferred under this Resolution to any officer /executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Registrar and Transfer Agent, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, and all action(s) taken by the Company in connection with any matter referred to or contemplated in this Resolution.”

**By Order of the Board of Directors
For Nuvama Wealth Management Limited**

**Sneha Patwardhan
Company Secretary & Compliance Officer
ACS - 23266**

**Date: November 4, 2025
Place: Mumbai**

Registered Office:
801- 804, Wing A, Building No. 3, Inspire BKC,
G Block, Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
CIN: L67110MH1993PLC344634
E-mail: secretarial@nuvama.com
Telephone No.: (91-22) 6620 3030
Website: www.nuvama.com

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, concerning the special businesses in respect of item Nos. 1 and 2 is annexed hereto and the special businesses set out above are sought to be passed by postal ballot.
2. Pursuant to Sections 108, 110 and all other applicable provisions of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, cut-off date for the purpose of reckoning the voting rights and sending the Notice is Monday, November 3, 2025 ("Cut-off Date"). Physical copies of this Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
3. In compliance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and various subsequent Circulars latest being No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("the MCA Circulars"), the Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository(ies)/Registrar and Transfer Agent ("RTA") of the Company as on the Cut-off Date.
4. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, MCA Circulars, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for remote e-voting are provided as part of this Notice.

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, November 8, 2025

End of remote e-voting: Up to 5:00 p.m. (IST) on Sunday, December 7, 2025

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

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 by remote e-voting. A person who is not a Member on the Cut-off date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories) shall be entitled to vote in relation to the aforementioned resolutions in accordance with the process specified in this Notice.

Members holding shares in dematerialized form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants and Members holding shares in physical mode who have not yet registered/updated their e-mail address are requested to register the same with the RTA of the Company.

5. The Company has engaged the services of MUFG Intime India Private Limited ("MUFG Intime"), RTA of the Company, for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.
6. The voting rights of a Member(s) / Beneficial Owner(s) shall be in proportion to the percentage of paid-up equity share capital of the Company held by them as on the Cut-off Date.
7. A Member cannot exercise his/her vote through proxy on the postal ballot. However, corporate and Institutional Members shall be entitled to vote through their authorised representatives. Corporate and institutional Members are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Company by email through its registered e-mail address to secretarial@nuvama.com with a copy marked to maresh@ngshah.com and investor.helpdesk@in.mpms.mufig.com.
8. The Notice will be available on the website of the Company i.e. www.nuvama.com website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice is also available on the website of RTA at <https://instavote.linkintime.co.in>.
9. The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for remote e-voting by the requisite majority of Member by means of postal ballot, i.e. Sunday, December 7, 2025.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI vide its Master Circular No. SEBI/HO/MIRSD/MIRSDPoD/P/CIR/2025/91 June 23, 2025.

11. All relevant material documents referred to in the Notice and the Explanatory Statement will be available for inspection in electronic mode without any fee by the Members from the date of circulation of this Notice until the last date of e-voting i.e. Sunday, December 7, 2025. Members

can inspect such documents by sending an e-mail from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at secretarial@nuvama.com.

12. In case of queries/grievances relating to e-voting, Members may refer to the Frequently Asked Questions (FAQs) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in> under the Help section or send an e-mail to enotices@in.mpms.mufg.com or contact on 022 -4918 6000 or contact Mr. Jai Prakash VP, Sr. Team Leader - MUFG Intime, address: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, e-mail id investor.helpdesk@in.mpms.mufg.com, Tel: 022-4918 6270.

13. Information and other instructions relating to remote e-voting are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual members holding securities in demat mode:

Individual Members holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Members registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Members registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Members registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on "Login".
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/> <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Members holding securities in demat mode with Depository Participant

Individual members can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website.
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for members holding securities in physical mode / Non-Individual Members holding securities in demat mode.

Members holding shares in physical mode / Non-Individual Members holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Members registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.JN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No. + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Members not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
 - o Members holding shares in **NSDL form**, shall provide 'point 4' above
 - o Members holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.JN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Share held in physical form	User ID is Event No + Folio no, registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Members may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Members may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional members ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) 'Investor ID' - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) 'Investor's Name' - Enter Investor's Name as updated with DP.
 - 3) 'Investor PAN' - Enter your 10-digit PAN.
 - 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.
- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode:

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Members holding securities in demat mode:

Individual Members holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode:

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case members have a valid email address, Password will be sent to his / her registered e-mail address. Members can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Members holding securities in demat mode with NSDL/ CDSL who have forgotten the password:

Individual Members holding securities in demat mode who have forgotten the USER ID [Login ID] or Password or both, then the Members are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Members

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT"), SETTING OUT MATERIAL FACTS IN RESPECT OF SPECIAL BUSINESSES TO BE TRANSACTED THROUGH POSTAL BALLOT:

Item Nos. 1 and 2:

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited.

The Board of Directors of the Company (the "**Board**") at its meeting held on November 4, 2025, had subject to the approval of Members of the Company and statutory authority(ies), if any, approved and recommended the sub-division/split of equity shares of the Company such that 1 (One) fully paid-up equity share of the face value of Rs. 10/- (Rupees Ten only) each is sub-divided into 5 (Five) fully paid-up equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid-up, ranking pari passu with each other in all respects with effect from such date being the Record Date as may be fixed for this purpose by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall be deemed to include a Committee of Directors duly constituted or to be constituted by the Board).

In the opinion of the Board, the proposed sub-division / split, will enhance liquidity of the equity shares of the Company and is expected to encourage greater participation of retail investors by making equity shares of the Company more affordable.

The sub-division/split will not in any manner affect the rights and obligations of the Members. It is purely arithmetic exercise to improve market accessibility of the shares and does not result in any dilution of shareholding.

The sub-division/split of equity shares would *inter-alia* require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the entitlement of the participants under the Nuvama Wealth Management Limited- Employee Stock Option Plan 2021 and Nuvama Wealth Employee Stock Appreciation Rights Plan 2024 (collectively referred to as "**Schemes**") of the Company, with respect to outstanding stock options / stock appreciation rights (whether vested or unvested as on the Record Date) in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time..

The sub-division / split of equity shares of the Company as aforesaid would require consequential alteration to the existing capital clause i.e. Clause V of the Memorandum of Association of the Company. The revised Clause V will reflect the sub-division/split of equity shares from Rs. 10/- each to Rs. 2/- each and the consequential increase in the number of authorised equity shares from 79,95,40,000 to 399,77,00,000. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/ split of equity shares. Further, such sub-division/split shall not be construed as a reduction in share capital of the Company, in accordance with the applicable provisions of the Act. There will be no change in the amount of authorised preference share capital of the Company.

The draft copy of the altered MOA of the Company will be available for inspection in electronic mode without any fee by the Members from the date of circulation of this Notice until the last date of e-voting i.e. Sunday, December 7, 2025. Members can inspect such

documents by sending an e-mail from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID to the Company at secretarial@nuvama.com.

Pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Act and the Rules framed thereunder, the Board recommends for approval of the Members the passing of the resolutions as set out at Item Nos. 1 and 2 of the Notice as Ordinary Resolutions.

None of the Directors and Key Managerial Personnel or the Promoter and Promoter group of the Company or their respective relatives are concerned or interested either financially or otherwise in the proposed resolutions at Item Nos. 1 and 2 of the accompanying Notice except to the extent of their respective shareholding, if any.

**By Order of the Board of Directors
For Nuvama Wealth Management Limited**

**Sneha Patwardhan
Company Secretary & Compliance Officer
ACS - 23266**

Date: November 4, 2025

Place: Mumbai

Registered Office:

801- 804, Wing A, Building No. 3, Inspire
BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

CIN: L67110MH1993PLC344634

E-mail: secretarial@nuvama.com

Telephone No.: (91-22) 6620 3030

Website: www.nuvama.com