

MEESHO LIMITED

(Formerly known as "Meesho Private Limited" and "Fashnear Technologies Private Limited")

CIN: U74900KA2015PLC082263

Registered Office: 3rd Floor, Wing-E, Helios Business Park, Kadubeesanahalli Village,
Varthur Hobli, Outer Ring Road, Bengaluru, Karnataka 560103

T: +91 9108021923 | E: cs@meesho.com | W: www.meesho.com



January 13, 2026

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051
Symbol: MEESHO

To,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai - 400 001
Scrip Code: 544632

Dear Sir / Madam,

Subject: Notice of Postal Ballot of Meesho Limited ('the Company') - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

In furtherance to our intimation dated January 12, 2026 and pursuant to Regulation 30 of SEBI Listing Regulations, enclosed herewith is the Postal Ballot Notice ("Notice") dated January 12, 2026, seeking approval in the following matters:

Sl.No.	Particulars	Type of Resolutions
1	Ratification and amendment of "Meesho Limited - Employee Stock Option Plan 2024" ("ESOP 2024 Plan").	Special Resolution
2	Ratification of the extension of benefits of "Meesho Limited - Employee Stock Option Plan 2024" ("ESOP 2024 Plan") to the eligible employees of the subsidiaries of the Company.	Special Resolution
3	Appointment of M/s. BMP & Co. LLP, Practising Company Secretaries as Secretarial Auditors of the Company.	Ordinary Resolution

In compliance with the provisions of the General Circular No. 09/2023 dated 25th September 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs from time to time, the said Notice is being sent only through electronic mode to all the members whose e-mail addresses are registered with the Company/Depositories and whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on Friday, January 09, 2026 ("**Cut-off date**"). Further, communication of assent or dissent by the Members on the items of business set out in this Notice shall be required to be done through remote e-voting only i.e., casting of votes electronically. The detailed procedure for remote e-voting is provided in the Notes to the Notice.

Therefore, in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with relevant rules made thereunder, and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of National Securities Depository Limited ("**NSDL**") to provide remote e-voting facilities to the Members, to enable them to cast their votes electronically.

The details of the remote e-voting are as follows:

Remote E-Voting Details		
1.	Date and time of commencement of Remote e-voting	Wednesday, January 14, 2026 (09:00 A.M. IST)
2.	Date and time of conclusion of Remote e-voting	Thursday, February 12, 2026 (05:00 P.M. IST)

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Further, the Notice is also available on the Company's website at www.meesho.com and on the website of NSDL at www.evoting.nsdl.com.

You are requested to take the above information on record.

Thanking you,

For Meesho Limited

(formerly known as Meesho Private Limited and Fashnear Technologies Private Limited)

Rahul Bhardwaj

Company Secretary and Compliance Officer

Membership No.: A41649

Encl: Postal Ballot Notice

MEESHO LIMITED

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CIN: U74900KA2015PLC082263

Registered Office: 3rd Floor, Wing-E, Helios Business Park, Kadubeesanahalli Village,
Varthur Hobli, Outer Ring Road, Bengaluru, Karnataka - 560103

Tel: +91-9108021923; **Email Id:** cs@meesho.com; **Website:** www.meesho.com

POSTAL BALLOT NOTICE

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

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Wednesday, January 14, 2026, at 09:00 a.m. (IST)	Thursday, February 12, 2026, at 05:00 p.m. (IST)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **Meesho Limited** (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“**remote e-voting** / **e-voting**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (the “**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and the Rules, 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 (together referred to as “**MCA Circulars**”) and other relevant MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and any other applicable provision of SEBI Listing Regulations and Master Circulars and any other applicable SEBI Circular(s) issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions 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)/Registrar and Transfer Agent and whose names appear in the Register of Members as on **Friday, January 09, 2026 (“Cut-Off Date”)**. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to its members.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof form part of this Notice. The Notice will also be placed on the website of the Company at www.meesho.com, websites of the stock exchanges where the Equity Shares of the Company are listed i.e. BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) at www.bseindia.com and www.nseindia.com (“**Stock Exchanges**”) respectively and on the website of National Securities Depositories Limited (“**NSDL**”) at www.evoting.nsdl.com.

Scrutinizer for conducting the Postal Ballot

The Board has appointed Mr. Pramod S M (FCS No.: 7834, CP No.: 13784) or in his absence Mr. Biswajit Ghosh (FCS No.: 8750, CP No.: 8239), Partners of M/s. BMP & Co. LLP, Practising Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any other person authorised by him. The results of e-voting along with scrutinizer's report will be announced within 2 (two) working days from the conclusion of the e-voting period .i.e. Thursday, February 12, 2026 and will be displayed on the Company's website at www.meesho.com and the website of NSDL at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.

Resolutions 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 on that behalf. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority i.e. on Thursday, February 12, 2026.

SPECIAL BUSINESS:

ITEM NO. 1: RATIFICATION AND AMENDMENT OF "MEESHO LIMITED - EMPLOYEE STOCK OPTION PLAN 2024" ("ESOP 2024 PLAN")

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the "**Act**"), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Act and including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("**GoI**"), Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") where the equity shares of the Company are listed and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the "**Appropriate Authorities**") to the extent applicable and such other laws, rules and regulations (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 Meesho Limited (the "**Company**") and further subject to such other approval(s), consent(s), permission(s) and sanction(s) 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 Meesho Limited Employee Stock Option Plan 2024 ("**ESOP 2024 Plan**") as originally formulated and approved by the Board of Directors and the Shareholders' on March 30, 2024, amended on March 31, 2025 and further amended pursuant to resolutions passed by the Board of Directors and the Shareholders on June 24, 2025 and June 25, 2025, respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer ("**IPO**") of the Company, be and is hereby ratified and amended to bring forth the following key changes, that are detailed in the explanatory statement annexed hereto, in accordance with SEBI (SBEB & SE) Regulations:

1. To amend and modify Clause 5.2(t) and Clause 8.1(b) of the ESOP 2024 Plan by deleting the provisions relating to cashless exercise of options, and to renumber the subsequent clauses accordingly.
2. To amend and modify Clause 7.1 of the ESOP 2024 Plan by adding the provisions relating to maximum vesting period.
3. To amend and modify Clause 10 of the ESOP 2024 Plan by deleting the provision relating to settlement of options in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and to renumber the subsequent clauses accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company [hereinafter referred to as the “**Board**” which expression shall also include the Nomination and Remuneration Committee (“**NRC**”) of the Company, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations] be and is hereby authorised to create, offer, issue, reissue employee stock options (“ESOPs”) and allot 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 2024 Plan, and to grant the ESOPs to the eligible employees on such terms and conditions as provided in the ESOP 2024 Plan and as may be fixed or determined, in accordance with the provisions of the Act and other Applicable Laws.

RESOLVED FURTHER THAT the authority of the Board, to create, offer, grant, issue and allot upto 75,33,809 options under Pool-1, exercisable into 36,91,56,641 equity shares (conversion ratio of 49 equity shares for every one option) and upto 17,72,475 options under Pool-2, exercisable into 10,63,48,500 equity shares (conversion ratio of 60 equity shares for every one option) of Re. 1/- each of the Company, at such price, in one or more tranches, from time to time, to the eligible employees of the Company, whether working in India or out of India, present or future, as may be permitted under the SEBI (SBEB & SE) Regulations, with each option giving a right, but not an obligation, to the eligible employees be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to facilitate the allotment of equity shares upon exercise of options from time to time in accordance with the ESOP 2024 Plan and the shares so issued shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of equity shares, merger/ amalgamation, or sale of division/ undertaking or other reorganization etc., requisite adjustments (which may include adjustments to the number of options in ESOP 2024 Plan) shall be appropriately made, in a fair and reasonable manner in accordance with ESOP 2024 Plan.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and are hereby severally 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 to take all necessary steps for filing necessary forms with the Registrar of Companies, Karnataka at Bengaluru, submitting corporate action forms with the depositories, 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 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.”

ITEM NO. 2: RATIFICATION OF THE EXTENSION OF BENEFITS OF “MEESHO LIMITED - EMPLOYEE STOCK OPTION PLAN 2024” (“ESOP 2024 PLAN”) TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARIES OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 (the “**Act**”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and all other applicable provisions, if any, of the Act and Regulation 6 (3) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (“**GoI**”), Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed and/or any other regulatory/statutory authorities under any other applicable law, from time to time (hereinafter severally or collectively referred to as the “**Appropriate Authorities**”) to the extent applicable and such other laws, rules and regulations (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 Meesho Limited (the “**Company**”) and subject to in-principle approvals from BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”) where the equity shares of the Company are listed and further subject to such other approval(s), consent(s), permission(s) and sanction(s) 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 extension of the Meesho Limited Employee Stock Option Plan 2024 [“**ESOP 2024 Plan**”) details of which are set out in the explanatory statement annexed hereto] as originally formulated and approved by the Board of Directors and the Shareholders’ on March 30, 2024, amended on March 31, 2025 and further amended pursuant to resolutions passed by the Board of Directors and Shareholders on June 24, 2025 and June 25, 2025, respectively, prior to the listing of equity shares of the Company on the Stock Exchanges consequent to the Initial Public Offer (“**IPO**”) of the Company to the Eligible employees of subsidiary companies in or outside India (as defined in the Act), be and is hereby ratified and approved within the meaning of SEBI (SBEB & SE) Regulations, to create, offer, issue, reissue and grant employee stock options (“**ESOPs**”) to the eligible employees of subsidiary companies in or outside India and allot equity shares on exercise of options, issue fresh options, reissue options that may have lapsed / cancelled / surrendered to or for the benefit of the eligible employees of subsidiary companies under the ESOP 2024 Plan, and to grant the ESOPs to the eligible employees of subsidiary companies on such terms and conditions as provided in the ESOP 2024 Plan and as may be fixed or determined by the Board of Directors [“**Board**” which expression shall also include the Nomination and Remuneration Committee (“**NRC**”) of the Company, or any other Committee constituted/to be constituted by the Board in line with the SEBI (SBEB & SE) Regulations] such number of employee stock options (“**ESOPs**”) exercisable into equity shares of the Company not exceeding 75,33,809 options under Pool-1, exercisable into 36,91,56,641 equity shares (conversion ratio of 49 equity shares for every one option) and 17,72,475 options under Pool-2, exercisable into 10,63,48,500 equity shares (conversion ratio of 60 equity shares for every one option) of Re. 1/- each of the Company, in one or more tranches at such price as may be fixed or determined by the Board in accordance with the Act and other Applicable Laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organization, split or any other change in the capital structure of the Company, as applicable from time to time, requisite adjustments (which may include adjustments to the number of options in ESOP 2024 Plan) shall be appropriately made, in a fair and reasonable manner in accordance with the ESOP 2024 Plan.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to issue and allot equity shares upon exercise of options from time to time by the eligible employees of subsidiary companies in accordance with the ESOP 2024 Plan and the shares so issued shall rank pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT any Director or Chief Financial Officer or Company Secretary and Compliance Officer of the Company be and are hereby severally 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 to take all necessary steps for filing necessary forms with the Registrar of Companies, Karnataka at Bengaluru, submitting corporate action forms with the depositories, 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 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.”

ITEM NO. 3: APPOINTMENT OF M/S. BMP & CO. LLP, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITORS 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 Section 204 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the recommendation of the Audit Committee and Board of Directors of the Company, M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200) Peer Reviewed Practising Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 on such terms & conditions including remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

**By the Order of the Board of Directors
For Meesho Limited
(formerly known as “Meesho Private Limited” and “Fashnear Technologies Private Limited”)**

**Sd/-
Rahul Bhardwaj
Company Secretary & Compliance Officer
M. No.: A41649**

Place: Bengaluru

Date: January 12, 2026

Registered Office: 3rd Floor, Wing-E, Helios Business Park,
Kadubeesanahalli Village, Varthur Hobli, Outer Ring Road,
Bengaluru, Karnataka 560103.

CIN: U74900KA2015PLC082263

Telephone: +91 9108021923

Email: cs@meesho.com

Website: www.meesho.com

NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 and other applicable provisions of the Act, read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on **Friday, January 09, 2026, (“Cut-Off Date”)** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Accordingly, physical copy of this Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.
3. A Member cannot exercise his/ her vote by proxy on Postal Ballot.
4. In accordance with the MCA Circulars, members can only vote through remote e-voting. Accordingly, 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 way of remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
5. This Postal Ballot Notice is also available on the Company’s website at www.meesho.com, websites of Stock Exchanges, i.e., BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations, as amended (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has engaged the services of National Securities Depositories Limited (“NSDL”) as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The remote e-voting period commences on **Wednesday, January 14, 2026, from 09.00 a.m. (IST) and shall end on Thursday, February 12, 2026, at 05.00 p.m. (IST)**. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.
8. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, February 12, 2026.
9. Corporate/ 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 authorised to vote, to the Scrutinizer by e-mail to info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional members 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.
10. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until 05:00 p.m. (IST)

of the last date of remote e-voting of this Postal Ballot i.e. Thursday, February 12, 2026. Members desirous of inspecting such documents can send their requests to cs@meesho.com mentioning his / her names, folio numbers/DPID and Client ID.

11. Members who have not yet registered their email address are requested to register the same with their respective Depository Participant(s) in respect of shares held in dematerialised form. For any queries relating to KYC updates, members may reach out to the Company's Registrar and Transfer Agent ("RTA") at inward.ris@kfintech.com.

12. PROCEDURE FOR E-VOTING:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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

	<p>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> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password

to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@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.
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 Pallavi Mhatre 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 resolutions set out in this notice:

1. Shares 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@meesho.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By the Order of the Board of Directors
For Meesho Limited
(formerly known as “Meesho Private Limited” and “Fashnear Technologies Private Limited”)**

**Sd/-
Rahul Bhardwaj
Company Secretary & Compliance Officer
M. No.: A41649**

Place: Bengaluru

Date: January 12, 2026

Registered Office: 3rd Floor, Wing-E, Helios Business Park,
Kadubeesanahalli Village, Varthur Hobli, Outer Ring Road,
Bengaluru, Karnataka 560103.

CIN: U74900KA2015PLC082263

Telephone: +91 9108021923

Email: cs@meesho.com

Website: www.meesho.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the Special Businesses proposed in this Postal Ballot Notice:

Item No. 1: Ratification and Amendment of “Meesho Limited - Employee Stock Option Plan 2024” (“ESOP 2024 Plan”)
Item No. 2: Ratification of the Extension of benefits of “Meesho Limited - Employee Stock Option Plan 2024” (“ESOP 2024 Plan”) to the eligible employees of the Subsidiaries of the Company.

The Meesho Limited Employee Stock Option Plan 2024 (“ESOP 2024 Plan” / “Plan”) was originally formulated and approved by the Board of Directors as well as Shareholders’ on March 30, 2024, amended on March 31, 2025 and further amended pursuant to resolutions passed by the Board of Directors and Shareholders on June 24, 2025 and June 25, 2025, respectively, prior to the listing of equity shares of the Meesho Limited (the “**Company**”) on the Stock Exchanges consequent to the Initial Public Offer (“IPO”) of the Company. Subsequently, the Company successfully completed its IPO and listed its equity shares on December 10, 2025, on BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”).

The ESOP 2024 Plan has been formulated with an intention to reward, attract, motivate, and retain Employees for their association, dedication, contribution, high level of performance, and for efforts to improve the performance of the Company and its subsidiaries, which will ultimately contribute to the overall growth and success of the Company and/or its subsidiaries. The Company views Options as an instrument that would enable the Employees to share the wealth that they create for the Company in the years to come.

The Nomination and Remuneration Committee (“**NRC/ Committee**”), shall administer the ESOP 2024 Plan in accordance with Companies Act, 2013, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SEBI (SBEB & SE) Regulations) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) and such other laws, rules and regulations (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 Members shall further note that in terms of Regulation 12 of SEBI (SBEB & SE) Regulations, Company is permitted to make any fresh grants which involves allotment of shares to its eligible employees under an employee stock option plan formulated prior to listing of its shares only if such plan is in conformity with the SEBI (SBEB & SE) Regulations and is ratified by its members after the listing of the shares of the Company.

In addition to seeking ratification, the Company proposes to amend certain clauses of ESOP 2024 Plan as detailed below:

1. To amend and modify Clause 5.2(t) and Clause 8.1(b) of the ESOP 2024 Plan by deleting the provisions relating to cashless exercise of options, and to renumber the subsequent clauses accordingly.
2. To amend and modify Clause 7.1 of the ESOP 2024 Plan by adding the provisions relating to maximum vesting period.
3. To amend and modify Clause 10 of the ESOP 2024 Plan by deleting the provision relating to settlement of options in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and to renumber the subsequent clauses accordingly.

These alterations and amendments are intended to simplify the administration of the ESOP 2024 Plan by discontinuing the cashless exercise mechanism and by introducing a maximum vesting period, thereby aligning the Plan with the prevailing regulatory frameworks. The proposed amendments do not change the fundamental features of the ESOP 2024 Plan.

Further in terms of the provisions of Rule 12(4) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6 of SEBI (SBEB & SE) Regulations, approval of the Members by way of a separate resolution shall be obtained by the Company in case of grant of options to employees of subsidiary or holding company.

The Board of Directors (“**Board**”) and Nomination and Remuneration Committee (“**NRC**”) of the Company at their respective meetings held on Monday, January 12, 2026, subject to approval of members, approved the proposal for ratification and amendment of ESOP 2024 Plan and Extension of benefits of ESOP 2024 Plan to the eligible employees of the Subsidiaries of the Company.

The Board of Directors recommends the resolution(s) set out in this notice in item No.1 and Item No. 2 for approval of the Members by way of **Special Resolutions**.

The particulars as required under Section 62 (1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) read with Part C of the Schedule I of the SEBI (SBEB & SE) Regulations are provided in **Annexure I**. This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company (as defined under the Act) and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company and that the stock options may be granted to any of them pursuant to the ESOP 2024 Plan.

Item No. 3: Appointment of M/s. BMP & Co. LLP, Practising Company Secretaries as Secretarial Auditors of the Company.

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board’s Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, in terms of the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”) every listed Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary, and the appointment shall be approved by the shareholders of the Company on the recommendation of Board of Directors.

Accordingly, the Board of Directors of the Company based on the recommendation of the Audit Committee and after considering various factors such as eligibility criteria & qualification prescribed under the Company Secretaries Act, 1980 & Rules/Regulations made thereunder, ICSI Auditing Standards, industry experience, competence of the audit team, efficiency to conduct the audit and independence, etc., at their Meeting held on Monday, January 12, 2026 approved the appointment of M/s. BMP & Co. LLP (Firm Registration No. L2017KR003200) a peer reviewed firm of Practising Company Secretaries duly registered with the Institute of Company Secretaries of India (ICSI) having Peer Review No.: 6387/2025, for a one term of five consecutive financial years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company.

Brief Profile of M/s. BMP & Co. LLP:

BMP & Co. LLP (“**BMP**”) is a well-established firm of Practising Company Secretaries with offices in Bengaluru, Mumbai, and Delhi (NCR). Founded in 2017, the firm comprises 5 partners and a dedicated team of more than 60 employees.

Specializing in Company Secretarial services and having undergone peer review, BMP delivers comprehensive consulting and advisory services in corporate law. Their expertise encompasses a wide spectrum, including Corporate Secretarial Services,

Secretarial Audit, SEBI compliances, Initial Public Offerings (IPO), Foreign Direct Investment (FDI) and Overseas Direct Investment (ODI) under FEMA, Mergers & Amalgamations, Business Setup, and Fund Raise compliance. BMP has earned the trust of industry leaders across diverse sectors, including listed corporates, multinational companies, start-ups, venture capital firms, and esteemed law firms, establishing itself as a trusted partner in the corporate landscape.

M/s. BMP & Co. LLP have provided their consent and confirmed their eligibility for appointment under SEBI Listing Regulations and Section 204 of the Act and rules made thereunder.

Proposed Remuneration:

The remuneration proposed for conducting the Secretarial Audit for the financial year 2025-26 is Rs. 4,00,000/- (Rupees Four Lakh Only) plus applicable taxes and reimbursement of out-of-pocket expenses, conveyances or incidental expenses as may be incurred during the audit process. Besides the secretarial audit services, the Company may also obtain certifications from BMP under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors. Further, the requirement of Secretarial Audit was not applicable on the Company for the previous years.

The Board of Directors based on recommendation of Audit Committee, shall consider approval of revisions to the remuneration of the Secretarial Auditors for the remaining part of the tenure. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

The Board of Directors recommends passing of the Resolution as set out under Item No. 3 as an **Ordinary Resolution** for approval by the shareholders.

**By the Order of the Board of Directors
For Meesho Limited
(formerly known as “Meesho Private Limited” and “Fashnear Technologies Private Limited”)**

Sd/-
Rahul Bhardwaj
Company Secretary & Compliance Officer
M. No.: A41649

Place: Bengaluru

Date: January 12, 2026

Registered Office: 3rd Floor, Wing-E, Helios Business Park,
Kadubeesanahalli Village, Varthur Hobli, Outer Ring Road,
Bengaluru, Karnataka 560103.

CIN: U74900KA2015PLC082263

Telephone: +91 9108021923

Email: cs@meesho.com

Website: www.meesho.com

Annexure-I

The particulars as required under Section 62 (1)(b) of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations are given below:

a. Brief Description of the Meesho Limited - Employee Stock Option Plan 2024 (“ESOP 2024 Plan” / “Plan”) is as under:

Meesho Limited (the “Company”) has formulated “Employee Stock Option Plan 2024” (“ESOP 2024 Plan / Plan”) to reward, attract, motivate, and retain Employees (as defined below) for their association, dedication, contribution, high level of performance, and for efforts to improve the performance of the Company and its subsidiaries, which will ultimately contribute to the overall growth and success of the Company and/or its subsidiaries. The Company views Options as an instrument that would enable the Employees to share the wealth that they create for the Company in the years to come.

b. Total number of employee stock options to be offered and granted:

The maximum options under the pool of ESOP 2024 Plan that may be granted shall be upto 75,33,809 options under Pool-1, exercisable into 36,91,56,641 equity shares (conversion ratio of 49 equity shares for every one option) and 17,72,475 options under Pool-2, exercisable into 10,63,48,500 equity shares (conversion ratio of 60 equity shares for every one option) of face value of Re. 1/- (Rupees One Only) each fully paid-up of the Company. Pool - 1 & Pool – 2 shall collectively be called as “Total ESOP Pool”.

As on date, the position of the Option Pool is as under:

Under POOL 1:

Particulars	No. of Options	% of Option Pool
Total Option Pool	75,33,809	100 %
Options already granted and outstanding	51,60,219	68.49%
Options available for future grant(s)	23,73,590	31.51%

Under POOL 2:

Particulars	No. of Options	% of Option Pool
Total Option Pool	17,72,475	100 %
Options already granted and outstanding	17,36,454	97.97%
Options available for future grant(s)	36,021	2.03%

Further, if an Option expires, lapses, is cancelled or becomes un-exercisable due to any reason, it shall be brought back to the Option Pool and shall become available for future Grants, subject to compliance with the applicable laws.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made because of any corporate action, consolidation etc.

c. Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2024 Plan:

- 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. employees as mentioned in (a) and (b) above, of a Group Company, including a Subsidiary Company or Associate Company, in India or outside India, or of a Holding Company.
- iv. but does not include-
 - a) an employee who is a Promoter or belongs to the Promoter Group; or
 - b) a Director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company.

d. Requirements of vesting and period of vesting:

The options granted under this Plan shall vest not earlier than minimum period of 1 (One) year and the maximum vesting period shall not exceed more than 10 (Ten) years from the Grant date, subject to the approval of members as proposed through this postal ballot.

In the event of cases of separation from employment due to death or Permanent Incapacity, the minimum vesting period of one year shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

Vesting of Options would be subject to Employee's continued employment in good standing with the Company and thus the Options would Vest basis the Vesting Schedule as stipulated in the Letter of Grant or the relevant ESOP Document given to the Grantee at the time of Grant of Options. In the event, the Vesting Conditions applicable to a Grant of Options made under the Plan are not satisfied, such Options shall lapse and stand cancelled thereafter.

In addition to this, the Board/Committee may also specify certain performance parameters/ milestones subject to which the Options would Vest. Further if a Grantee is deputed or transferred within the Company, the Vested Options as on the date of such deputation or transfer, shall be available for Exercise as if the employment / service of the Grantee is being continued and in case of Unvested Options, such Options, shall continue to Vest even after such deputation or transfer in accordance with this Plan and be Exercised as per the terms of this Plan.

e. The maximum period within which the options shall be vested:

The options granted under this Plan shall vest not earlier than minimum period of 1 (one year) and the maximum vesting period shall not exceed more than 10 (Ten) years from the Grant date, subject to the approval of members as proposed through this postal ballot.

f. Exercise price or pricing formula:

The Options will be granted at an Exercise Price as determined by the Board/Committee, in its absolute discretion, on the date of Grant, and shall be specified in the Letter of Grant or any other relevant ESOP Document. However, the Exercise Price shall not be less than the face value of Shares.

g. Exercise Period and the process of exercise:

Exercise Period means the period after Vesting within which the employee should Exercise his/her right to apply for Shares against the Options Vested in him/her in pursuance of the ESOP 2024 Plan, and which shall not exceed a period of 10 (ten) years from the date of the last working day of the employee.

An Options shall be deemed to have been exercised when the Company or trust, if any, or by any other means as decided by the Board/Committee, receives written or electronic Exercise application for exercise of Options vested, subject to full payment of exercise price with respect to which the Option is Exercised including any taxes which are applicable upon the Exercise of the Options by the Grantee (including, for the avoidance of doubt, any taxes which the Company is liable to deduct at source upon the Exercise of the Options by the Grantee).

Pursuant to ESOP 2024 Plan, the Vested Options and the Unvested Options shall be treated and Exercised as per the provisions outlined in the table below:

Sr. No.	Event	Vested Options*	Unvested Options
1	Continuation of Employment	All the vested options may be exercised by the Grantee on or prior to the expiry of the Exercise Period as mentioned in the Letter of Grant or relevant ESOP document, which shall be final and binding unless otherwise decided by the Board/Committee.	The Options shall vest as per the vesting schedule specified in the Letter of Grant or relevant ESOP document or may be accelerated or cancelled at the discretion of the Board/Committee in accordance with the terms of the Plan.
2	Resignation / Termination (other than for Cause)	All the vested options as on the last working day may be exercised by the Grantee within 6 (six) months from the last working day or prior to the expiry of the Exercise Period, whichever is earlier, unless otherwise determined by the Board/Committee on a case-to-case basis.	All unvested options as on the last working day shall stand cancelled with effect from the date of separation from the Company, unless otherwise determined by the Board/Committee.
3	Termination of employment for Cause	All the Vested Options, which were not Exercised at the time of such termination due to Cause, shall stand forfeited and cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the date of such termination.
4	Retirement / Superannuation	All the Vested Options as on the date of Retirement/ superannuation may be Exercised by the Grantee on or before completion of 6 (six) months from date of Retirement / superannuation from the Company, or such other period as may be permitted by the Committee on a case-to-case basis.	<p>All Unvested Options as on the date of Retirement/ superannuation would continue to Vest in accordance with the original Vesting Schedule (as provided in the Letter of Grant or relevant ESOP Document) even after the Retirement/ superannuation unless otherwise determined by the Committee in accordance with the policies of the Company and provisions of this Plan, the Letter of Grant or relevant ESOP Document and the Applicable Law.</p> <p>All aforesaid Options so vested may be exercised within a period of: (i) 3 (three) months from the date of Vesting of such</p>

			Options, or (ii) 6 (six) months from the date of Retirement/ Superannuation, whichever is later.
5	Death while in Employment	All Vested Options shall be available to be Exercised by the deceased Grantee's Nominee within a period of 6 (six) months from the date of death of such Grantee or such extended time as decided by the Board/ Committee in its sole discretion, whichever is later.	All Unvested Options, as on the date of death, shall vest immediately and will be available for Exercise by the deceased Grantee's Nominees, within 6 (six) months from the date of death of such Grantee or such extended time as decided by the Board/ Committee in its sole discretion, whichever is later.
6	Termination due to Permanent Incapacity	All Vested Options may be Exercised by the Grantee or the Nominee of the Permanently Incapacitated Grantee (in cases where such Permanent Incapacity renders the Grantee unable to Exercise the Options), within 6 (six) months from the date of such Vesting or such extended time as decided by the Board/ Committee in its sole discretion, whichever is later. For this purpose, the date of Permanent Incapacity shall be the date mentioned in the certificate issued by the medical expert verifying such Permanent Incapacity of the Grantee.	All Unvested Options, as on the date of Permanent Incapacity, shall vest immediately and can be Exercised by the Permanently Incapacitated Grantee's Nominees (in cases where such Permanent Incapacity renders the Grantee unable to Exercise the Options), within 6 (six) months from the date of Permanent Incapacity or such extended time as decided by the Board/ Committee in its absolute discretion, whichever is later.
7	Termination for reasons other than those stated above	The Board/Committee shall decide whether the Vested Options as on that date can be Exercised by the Grantee or not, and such decision shall be final.	All Unvested Options on the date of such termination shall stand cancelled unless otherwise unless otherwise decided by the Committee in accordance with Applicable Laws.

***In the event of Listing of the Company, all Vested Options held by an Option Grantee who has ceased to be in the employment or service of the Company or its Holding Company, Subsidiary Company(ies), or Associate Company(ies), by the Listing date, must be Exercised within 6 (six) months from the date of Listing or the expiry of the Exercise Period, whichever is earlier.**

h. Appraisal Process for determining the eligibility of the employees to ESOPs:

The Board/Committee, at its sole discretion, shall establish criterion, from time to time, that will determine the eligibility, classes or categories of Employees who would be entitled to participate in this ESOP 2024 Plan and select Eligible Employees for the Grant of Options based on, including but not limited to, their potential for future contribution to the Company, integrity, number of employment years and any other factor(s) as deemed fit.

i. Maximum number of options to be offered and issued per employee and in aggregate:

The maximum number of Options that may be granted to an Eligible Employee (as defined in ESOP 2024 Plan) will be determined by the Board/NRC on a case-to-case basis.

However, the aggregate number of Options granted to an Eligible Employee to such option grantee in any year and in aggregate, shall not exceed 1% of the issued capital of the Company at the time of Grant of Option, unless it is

approved by way of a special resolution by the shareholders of the Company.

j. Maximum quantum of benefits to be provided per Employee under the ESOP 2024 Plan:

Unless otherwise determined by the Nomination and Remuneration Committee, the maximum benefits underlying the equity shares acquired by employees pursuant to the 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 2024 Plan.

k. Whether the ESOP 2024 Plan is to be implemented and administered directly by the Company or through a trust:

The ESOP 2024 Plan is implemented and administered directly by the Company through the Board of Directors (including Nomination and Remuneration Committee) of the Company.

l. Whether the ESOP 2024 Plan involves new issue of shares by the Company or secondary acquisition by the trust:

Since the options 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 the ESOP 2024 Plan by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable. The ESOP 2024 Plan is implemented and administered directly by the Company.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOP 2024 scheme(s)

Not applicable. The ESOP 2024 Plan is implemented and administered directly by the Company.

o. Statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall follow the requirements including the disclosure requirements under IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act 2013, or any other appropriate authority, from time to time, including any guidance note on accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB 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 on share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time. Necessary disclosure would be made in the Boards' report.

q. Declaration:

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

Currently, this statement is not applicable as the Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102.

r. Lock-in period:

The Shares issued upon Exercise of Vested Options shall be freely transferable and shall not be subject to any lock-in restriction after such Exercise.

However that the Shares allotted on Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company, if any, read with the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended or such other period as may be stipulated from time to time in terms of such Code.

s. Terms & Conditions for buyback, if any, of specified securities covered under the SEBI (SBEB&SE) Regulations:

Subject to the provisions of the prevailing applicable law, the Board/ Committee shall determine the procedure for buy-back of the specified securities/ Options granted under the ESOP 2024 Plan if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

t. The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct:

In case of termination for Cause/ Misconduct, all the Vested Options, which were not Exercised at the time of such termination, shall stand forfeited and cancelled with effect from the date of such termination.

u. The 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:

In case of resignation/ termination (other than cause or misconduct), all the Vested Options as on the last working day may be Exercised by the Grantee within 6 (six) months from the last working day or prior to the expiration of the Exercise Period, whichever is earlier, unless otherwise determined by the Board/ Committee on a case to case basis.

Post listing, all Vested Options held by an Option Grantee who has ceased to be in the employment or service, by the Listing date, must be Exercised within 6 (six) months from the date of Listing or the expiry of the Exercise Period, whichever is earlier.

v. Variation of terms of the ESOP 2024 Plan

Clause of Plan	Existing Provision	New Provision
Clause 5.2 (t)	Without prejudice to the generality of the foregoing, subject to the provisions of this ESOP 2024 Plan, and the approval or consent of the shareholders and Applicable Laws, as may be required, the Board/Committee shall have the authority in its sole discretion to determine the following: (t) the procedure for cashless Exercise of Options, if required and in accordance with Applicable Laws;	Clause 5.2(t) stands deleted and subsequent sub-clauses to be renumbered accordingly.

Clause 7.1	<p>All Options Granted under this ESOP 2024 Plan shall be subject to a minimum period of 1 (one) year between the Grant of Options and Vesting of Options, as required under the SEBI SBEB & SE Regulations (hereinafter referred to as “Cliff Period”), and such other Vesting Conditions as specified hereunder and the relevant ESOP Document. Notwithstanding anything contained in this ESOP 2024 Plan, in the event of cases of separation from employment due to death or Permanent Incapacity, the Cliff Period shall not apply.</p>	<p>All Options Granted under this ESOP 2024 Plan shall be subject to a minimum period of 1 (one) year between the Grant of Options and Vesting of Options, as required under the SEBI SBEB & SE Regulations (hereinafter referred to as “Cliff Period”), and such other Vesting Conditions as specified hereunder and the relevant ESOP Document.</p> <p>Notwithstanding anything contained in this ESOP 2024 Plan, in the event of cases of separation from employment due to death or Permanent Incapacity, the Cliff Period shall not apply.</p> <p>Provided that, the maximum vesting period shall not exceed more than 10 (Ten) years from the Grant date.</p>
Clause 8.1 (b)	<p>if applicable, for nil payment of cash, pursuant to a cashless exercise program implemented or to be implemented by the Board/Committee in its sole discretion in connection with the ESOP 2024 Plan</p>	<p>Clause 8.1(b) stands deleted and subsequent sub-clauses to be renumbered accordingly.</p>
Clause 10	<p><u>Settlement of Options</u></p> <p>10.1 The Board/Committee shall, if it so deems fit, have the right to provide for cash settlement of Options, for justifiable reasons recorded in writing or if requested by the Grantee including but not limited to reasons of cessation of employment/service of a Grantee other than due to Cause, closure of this ESOP 2024 Plan, any Corporate Actions or Change in Control event in accordance with the terms contained in the Letter of Grant or relevant ESOP Document.</p> <p>10.2 The cash-settlement amount payable to the Grantee in lieu of the Vested Options shall be determined basis the Fair Market Value of underlying Shares as on the date on which the Board/Committee approves such cash settlement.</p> <p>10.3 To the extent Options are settled with consent of the Grantee, accordance with the provisions of this Clause 10 and the Letter of Grant or relevant ESOP Document, the rights of each such Grantee, therein including the right to Exercise such Options shall be deemed to be settled and extinguished with effect from date of such settlement.</p> <p>10.4 The Options settled in accordance with the provisions of this Clause 10 and the Letter of Grant or relevant ESOP Document shall automatically</p>	<p>Clause 10 stands deleted and subsequent sub-clauses to be renumbered accordingly</p>



	stand cancelled and will no longer be available for any future Grants under this ESOP 2024 Plan.	
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w. Rationale of the variation of the terms of the ESOP 2024 Plan

The amendments, including those mentioned herein, are proposed to be undertaken in order to comply with the SEBI (SBEB & SE) Regulations consequent to the listing of the Company, and to make corresponding changes in the ESOP 2024 Plan.

Further, the proposed amendments are not detrimental to the interests of the employees/ directors of the Company, its subsidiary companies or its group companies (including associate companies, joint venture companies and holding company, if any).

x. Details of the employees who are beneficiaries of such variation

The beneficiaries of the proposed variation are all existing options grantees (who have not yet exercised their options) and such other option grantees to whom options may be granted in the future under Plan.

**By the Order of the Board of Directors
For Meesho Limited
(formerly known as “Meesho Private Limited” and “Fashnear Technologies Private Limited”)**

**Sd/-
Rahul Bhardwaj
Company Secretary & Compliance Officer
M. No.: A41649**

Place: Bengaluru

Date: January 12, 2026

Registered Office: 3rd Floor, Wing-E, Helios Business Park,
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