



To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Scrip Code: 530577

Sub: Submission of shareholders' resolution of the Company passed through postal ballot

Dear Sir/Madam,

Please find enclosed copy of the shareholders' resolutions, passed by the members through postal ballot along with explanatory statement.

The above information is also being made available on the Company's website www.ladderup.com

We request you to kindly take the same in your records.

Thanking You,
Yours Faithfully,

For Ladderup Finance Limited

Garima Sarda
Company Secretary and Compliance Officer

Date: 10th February 2026

Place: Mumbai

Encls: As above

Ladderup Finance Limited

Redg. & Corp. Office: 102-A,
1st Floor, Hallmark Business Plaza,
Sant Dyaneshwar Marg,
Near Gurunanak Hospital
Bandra (East), Mumbai – 400 051

Tel.: 91-22-42 46 6363,
Fax: 91-22-42 46 6364,
E-Mail: info@ladderup.com
Website: www.ladderup.com
CIN:L67120MH1993PLC074278



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF LADDERUP FINANCE LIMITED ON MONDAY 09TH FEBRUARY 2026 BY WAY OF POSTAL BALLOT, THROUGH E-VOTING, PURSUANT TO SECTION 110 AND 108 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

1. APPOINTMENT OF MR. RAMESH KUMAR PAREEK (DIN: 00331644) AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (**'the Rules'**) (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Mr. Ramesh Kumar Pareek (DIN: 00331644) who was appointed by the Board of Directors as an Additional Cum Independent Director of the Company with effect from 10th November 2025 in terms of Section 161 of the Act and in respect of whom the Company has received a notice from a Member, in writing, proposing his candidature for the office of a Director of the Company and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Ramesh Kumar Pareek (DIN: 00331644), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of three (3) consecutive years with immediate effect and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he/she may in his/her absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution."

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2. RE-APPOINTMENT OF MRS. MANGALA RADHAKRISHNA PRABHU (DIN: 06450659), AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), Non-Executive Independent Director of the Company, who holds office up to 09th February 2026 and being eligible, offers herself for re-appointment, and in respect of whom the Company has received a notice in writing from the members proposing the candidature of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659) for the office of Non-Executive Independent Director, be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from 10th February, 2026;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he/she may in his/her absolute discretion deemed necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

For Ladderup Finance Limited

**Garima Sarda
Company Secretary and Compliance Officer**

Place: Mumbai

Date: 10th February 2026

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EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules and the Buyback Regulations)

Item No. 1 - APPOINTMENT OF MR. RAMESH KUMAR PAREEK (DIN: 00331644) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on 10th November, 2025, on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Ramesh Kumar Pareek (DIN: 00331644) as an Additional cum Independent Director of the Company, not liable to retire by rotation, with effect from 10th November, 2025, pursuant to the provisions of Section 161 of the Companies Act, 2013.

Further, in terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mr. Ramesh Kumar Pareek for the office of Director of the Company.

As per the provisions of Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the appointment of an Independent Director of a listed entity is subject to the approval of shareholders by way of a Special Resolution. Accordingly, the approval of the Members is sought for the appointment of Mr. Ramesh Kumar Pareek as a Non-Executive Independent Director of the Company through Postal Ballot.

Mr. Ramesh Kumar Pareek has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any other statutory authority.

A brief profile of Mr. Ramesh Kumar Pareek, including details of his expertise in specific functional areas and the names of companies in which he holds directorships and memberships/chairmanships of Board Committees, as required under Regulation 36(3) of the Listing Regulations and Paragraph 1.2.5 of Secretarial Standard-2 (SS-2), is provided in **Annexure I** to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Ramesh Kumar Pareek, are concerned or interested, financially or otherwise, in the Resolution set out at **Item No. 1** of the Notice.

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The Board of Directors recommends the Resolution set out at **Item No. 1** of the Notice for approval of the Members by way of a Special Resolution.

Item No. 2: RE-APPOINTMENT OF MRS. MANGALA RADHAKRISHNA PRABHU (DIN: 06450659), AS NON- EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Shareholders are hereby informed that Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), was appointed as a Non-Executive Independent Director of the Company w.e.f. 10th February 2021 for a period of 5 (Five) years. Accordingly, the tenure of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), as an Independent Director would expire on 09th February 2026.

The Company has received requisite disclosures from Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), with respect to her reappointment as a Non-Executive Independent Director of the Company. The Board of Directors have approved the re-appointment of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), on the recommendation of the Nomination and Remuneration Committee, considering her knowledge, expertise and experience and the substantial contribution made during her first tenure as an Independent Director. The Nomination and Remuneration Committee through circular resolution passed on 06th January 2026, has considered, approved and recommended the re appointment of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659) as a Non-Executive Independent Directors for a second term of three years with effect from 10th February 2026 to the Board of Directors for its approval. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, through circular resolution passed on 07th January 2026, has approved the proposal for reappointment Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), as an Independent Director for a second term of three (3) consecutive years with effect from 10th February 2026.

A brief resume of Mrs. Mangala Radhakrishna Prabhu, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of board committees, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and Paragraph 1.2.5 of the SS-2 are provided in the statement giving details annexed to this Notice as **Annexure II.**

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying their intention to propose the candidature of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), for the office of Director of the Company.

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In the opinion of the Board, Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering her vast experience and knowledge her appointment would be in the interest of the Company. The Board of Directors recommends the re-appointment of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a period of three (3) years commencing from 10th February 2026. The Board recommends the Special Resolution set out in **item no. 2** of the Postal Ballot for approval by the members.

Save and except Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), and her relatives, none of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

For Ladderup Finance Limited

Garima Sarma
Company Secretary and Compliance Officer

Place: Mumbai
Date: 10th February 2026

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Annexure I

Information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 on General Meetings with respect to the Director seeking appointment

Brief Resume of Mr. Ramesh Kumar Pareek:

Name of the Director, Designation, Date of Birth, Age and Qualifications	Mr. Ramesh Kumar Pareek having DIN: 00331644 (Non-Executive Independent Director) DOB: 14 th September 1955 Age: 70 Years Qualifications: Chartered Accountant and M.Com. (Business Administration), University of Rajasthan
Nature of expertise in specific functional areas	With over four decades of experience in Accounting, Taxation, MIS, and Investment Advisory, Mr. Ramesh Kumar Pareek has led statutory, internal, and concurrent audits across diverse industries such as manufacturing, pharmaceuticals, real estate, and finance. Their work with listed companies, government undertakings, and non-profits reflects strong expertise in corporate governance, financial management, and regulatory compliance.
Inter-se relationship with other Directors and Key Managerial Personnel	Not related with any director or Key Managerial Personnel.
Names of listed entities in which the person also holds Directorship and the Membership of Committees of the Board including the listed entities from which the person has resigned in the past three years	Nil
No. of Shares held in the Company	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Please refer to the Resolutions and Explanatory Statement

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Annexure II

The details pertaining to appointment of the Director as required to be provided pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are as follows:

Brief Resume of Mrs. Mangala Radhakrishna Prabhu:

Name of the Director, Designation, Date of Birth, Age and Qualifications	<p>Mrs. Mangala Radhakrishna Prabhu having DIN: 06450659 (Non-Executive Independent Director) DOB: 15th April 1955; Age: 70 Years Qualification: M.com, L.L.B and CAIIB</p>
Nature of expertise in specific functional areas	I specialize in working Capital, Project Finance, Structured Finance, M&A financing and capital Market products.
Inter-se relationship with other Directors and Key Managerial Personnel	Not related with any director or Key Managerial Personnel.
Names of listed entities in which the person also holds Directorship and the Membership of Committees of the Board including the listed entities from which the person has resigned in the past three years	<p>Names of Listed Companies in which Mrs. Mangala Prabhu is Director:</p> <ol style="list-style-type: none"> 1. Siyaram Silk Mills Limited 2. Kesoram Industries Ltd 3. Lykis Limited
	<p>Names of the listed entities from which the person has resigned in the past three years:</p> <ol style="list-style-type: none"> 1. Aspira Pathlab & Diagnostics Limited 2. Udayshivakumar Infra Limited
	<p>Membership of Committees of the Board:</p> <p>A. Audit Committee:</p> <ol style="list-style-type: none"> 1. Siyaram Silk Mills Limited 2. Kesoram Industries Ltd 3. Lykis Limited <p>B. Stakeholders Relationship Committee</p> <ol style="list-style-type: none"> 1. Kesoram Industries Ltd

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No. of Shares held in the Company	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Please refer to the Resolutions and Explanatory Statement

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