



LENSKART SOLUTIONS LIMITED
(Formerly known as Lenskart Solutions Private Limited)
CIN: L33100DL2008PLC178355

Registered Office: Plot No. 151, Okhla Industrial Estate, Phase III, New Delhi 110020 Delhi, India
Corporate Office: Ground Floor, Vipul Tech Square, Golf Course Road, Sector- 43,
Gurugram 122009 Haryana, India

Telephone: 0124 – 4293191; **email:** compliance.officer@lenskart.com; **website:** www.lenskart.com

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) including any statutory modification(s), clarification(s) or re-enactment(s) for the time being in force read with the circular issued by the Ministry of Corporate Affairs (“**MCA**”) no. 09/2024 dated September 19, 2024, read with general circular no. 10/2022 dated December 28, 2022, 20/2020 dated May 5, 2020, 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, and other relevant circulars including General Circular No. 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025, (collectively referred to as ‘**MCA Circulars**’), and Securities and Exchange Board of India (“**SEBI**”) Master Circular and applicable SEBI Circular, other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the proposed resolution(s) as set out in this Notice are proposed for consideration and approval by the Members of Lenskart Solutions Limited (*formerly known as Lenskart Solutions Private Limited*) (“**the Company**”) through Postal Ballot, only by way of voting through electronic means (**remote e-voting**).

As per the MCA Circulars, the Company is sending Postal Ballot Notice along with explanatory statement (“**Notice**”) and remote e-voting instructions only by email to its Members who have registered their email address with the Company/Registrar and Share Transfer Agent or depository(ies) / depository participants as on **Friday, February 13, 2026** (“**the cut-off date**”). If your email address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in **note no. 11** of the notes to this Notice. The communication of assent /dissent of the Members on the resolutions proposed in the Notice will only take place through the remote e-voting system.

Detailed explanatory statement(s) pursuant to Section 102 of the Act and other applicable provisions of the Act, setting out the material facts relating to the resolution(s) are

appended to this Notice.

The Company has engaged services of the MUFG INTIME INDIA PRIVATE LIMITED (“**MUFG INTIME**”) for facilitating remote e-voting. Instructions for remote e-voting are provided in this Notice.

The Notice shall be uploaded on the website of the Company <https://www.lenskart.com/corporate/investorrelations>, on the website of MUFG INTIME <https://instavote.linkintime.co.in>, and on the websites of National Stock Exchange of India Limited <https://www.nseindia.com/> and the BSE Limited <https://www.bseindia.com/> (jointly referred to as “**Stock Exchanges**”).

The Company has appointed Mr. Devesh Kumar Vasisht (Membership No. FCS 8488 / COP No. 13700), Managing Partner of DPV & Associates LLP, Company Secretaries (FRN: L2021HR009500), failing him Mr. Parveen Kumar (Membership No. FCS 10315 / COP No. 13411), Partner of DPV & Associates LLP, Company Secretaries (FRN: L2021HR009500), as the Scrutinizer(s) to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner. The remote e-voting period commences from **Thursday, February 19, 2026** and ends on **Friday, March 20, 2026**. The details of the procedure to cast the votes through remote e-voting provided in **Note No. 15** form part of this Notice.

The voting results along with the scrutinizer's report will be intimated to the Stock Exchanges and the same will also be uploaded on the Company's website:

<https://www.lenskart.com/corporate/investorrelations>, and on the website of MUFG INTIME INDIA PRIVATE LIMITED <https://instavote.linkintime.co.in>.

SPECIAL BUSINESSES:

Item No. 1:

To approve the amendment and ratification of Lenskart Employee Stock Option Plan, 2021 as per SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **'Special Resolution'**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 7 and Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as the 'Board', which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SEBI (SBEB & SE) or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to amend and ratify the Lenskart Employee Stock Option Plan, 2021 (**“Plan”**) as per the provisions of SEBI (SBEB & SE) Regulations, subsequent to the Initial Public Offer of the Company and to create, grant, offer, reissue, and allot, in one or more tranches, Employee Stock Options (or such other adjusted figure for any bonus shares, split, consolidation, rights issue and buy-back of shares, merger, de-merger, spin-off, consolidation, amalgamation, sale of business (except to a subsidiary) or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of Employees and Directors of the Company, its Group Company including Subsidiary Company, Associate Company, in India or outside India, of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws), exercisable into Equity Shares (**“Shares”**) of face value of Rs. 2/- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan.

RESOLVED FURTHER THAT the proposed ratification to Plan are not prejudicial to the interests of the current option holders.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and are hereby authorised to facilitate the allotment of the Shares under Plan upon exercise of vested options from time to time in accordance with Plan and the Shares so allotted shall rank pari-passu in all respects with the existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus shares, split, consolidation, rights issue and buy-back of shares, merger, de-merger, spin-off, consolidation, amalgamation, sale of business (except to a subsidiary) or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options under the Plan) shall be appropriately made, in a fair and reasonable manner, in accordance with the Plan.

RESOLVED FURTHER THAT if the Equity Shares of the Company are either sub-divided or consolidated, the number of Equity Shares arising out of and/or the price of acquisition payable by the employees under the Plan shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and are hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance including making application for the capital addition to the depositories and requisite approvals from the recognised stock exchanges for listing and trading of equity shares allotted under Plan in terms of the SEBI (SBEB & SE) Regulations and SEBI (LODR) Regulations and for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and are hereby authorized at any time to implement, modify, change, vary, alter, amend, ratify, suspend or terminate the Plan and to do all such acts, deeds, matters and things as it may deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such implementation, modification, change, variation, alteration, amendment, ratification, suspension or termination of Plan and do all other things incidental and ancillary thereof in accordance with the Plan and compliance with Applicable Laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary for giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities.”

Item No. 2:

To approve the extension of grant to the eligible employees of the group company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company under Lenskart Employee Stock Option Plan, 2021

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 and other applicable provisions, if any, read with Rules made thereunder including any statutory modifications or re-enactment thereof, Regulation 6(3)(c) and other applicable provisions, if any, of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Lenskart Employee Stock Option Plan, 2021 (**“Plan”**) including the grant of Employee Stock Options (**“Options”**) and issuance of the Equity Shares (**“Shares”**) thereunder, to or for the benefit of Employees of the Group Company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan (as permitted under the applicable laws from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and provisions of the Plan,

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company to the eligible employees under the Plan shall rank *pari-passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Item No. 3:

To approve the amendment and ratification of Lenskart Employee Stock Option Plan, 2025 as per SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021

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) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof), Regulation 7 and Regulation 12 of Securities and Exchange Board of India (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (**“SEBI (SBEB & SE) Regulations”**), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI (LODR) Regulations”**), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as the **‘Board’**, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the ‘Compensation Committee’ under the SEBI (SBEB & SE) Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution) to approve the amendment and the ratification of the Lenskart Employee Stock Option Plan, 2025, (**“Plan-2025”**) as per the provisions of SEBI (SBEB & SE) Regulations, subsequent to the Initial Public Offer of the Company and to create, grant, offer, reissue, and transfer, in one or more tranches, Employee Stock Options (or such other adjusted figure for any bonus shares, split, consolidation, rights issue and buy-back of shares, merger, de-merger, spin-off, consolidation, amalgamation, sale of business (except to a subsidiary) or other reorganization of the capital structure of the Company as may be applicable from time to time), to or for the benefit of Employees and Directors of the Company, its Group Company including Subsidiary Company or Associate Company, in India or outside India, of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Plan-2025 (as permitted under the applicable laws), exercisable into Equity Shares (**“Shares”**) of face value of Rs. 2/- each, at such price and on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Plan-2025.

RESOLVED FURTHER THAT the Plan-2025 shall be administered by the Nomination and Remuneration Committee (**“Committee”**) who shall have all necessary powers as defined in the Plan-2025, for the purpose of administration of the Plan-2025.

RESOLVED FURTHER THAT the Plan-2025 shall be implemented through a Trust Route, wherein an existing irrevocable Trust, set up by the Company by the name of Lenskart ESOP Trust(**“Trust”**) may acquire the Equity Shares by way of Secondary Acquisition from the market.

RESOLVED FURTHER THAT the proposed amendment and ratification of the Plan-2025 are not prejudicial to the

interests of the shareholders of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable accounting policies, guidelines or accounting standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorizes the Trust to facilitate the transfer of the equity shares under Plan-2025 upon exercise of vested options from time to time in accordance with the Plan-2025 and the Shares so transferred shall rank *pari-passu* in all respects with the existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as bonus shares, split, consolidation, rights issue and buy-back of shares, merger, de-merger, spin-off, consolidation, amalgamation, sale of business (except to a subsidiary) or other re-organisation etc. requisite adjustments (which may include adjustments to the number of options and exercise price under the Plan-2025) shall be appropriately made, in a fair and reasonable manner, in accordance with the Plan-2025.

RESOLVED FURTHER THAT if the Equity Shares of the Company are either sub-divided or consolidated, the number of Equity Shares arising out of and/or the price of acquisition payable by the employees under the Plan-2025 shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value per equity share bears to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts and deeds as are required for regulatory and legal compliance in terms of the **SEBI (SBEB & SE) Regulations** for filing any required forms, applications with the registrar of companies, depositories and execution of all relevant documents as may be required in order to give effect to the above resolutions.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorized at any time to implement, modify, change, vary, alter, amend, ratify, suspend or terminate the Plan-2025 and to do all such acts, deeds, matters and things as it may deems fit for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such implementation, modification, change, variation, alteration, amendment, ratification, suspension or termination of Plan-2025 and do all other things incidental and ancillary thereof in accordance with the Plan-2025 and compliance with Applicable Laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, as may be deemed necessary for

giving effect to this resolution, including but not limited to, making any filings, if any, with the relevant government authorities.”

Item No. 4:

To approve the extension of grant to the eligible employees of the group company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company under Lenskart Employee Stock Option Plan, 2025

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(l)(b) of the Companies Act, 2013 and other applicable provisions, if any, read with Rules made thereunder including any statutory modifications or re-enactment thereof, Regulation 6(3)(c) and other applicable provisions, if any, of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI (SBEB & SE) Regulations**”), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”), the Memorandum of Association and Articles of Association of the Company and any other applicable and prevailing statutory Guidelines / Circulars in that behalf and subject further to such other approval(s), consent(s), permission(s), and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the shareholders of the Company be and is hereby accorded to Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to extend the benefits of Lenskart Employee Stock Option Plan, 2025, (“**Plan-2025**”) including the grant of Employee Stock Options (“**Options**”) and issuance of the Equity Shares (“**Shares**”) thereunder, to or for the benefit of Employees of the Group Company including Subsidiary Company(ies) or Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan-2025 (as permitted under the applicable laws

from time to time) on such terms and in such a manner as the Board may decide in accordance with the provisions of the applicable laws and provisions of the Plan-2025.

RESOLVED FURTHER THAT the Plan-2025 shall be administered by the Nomination and Remuneration Committee (“**Committee**”) of the Company who shall have all necessary powers as defined in the Plan-2025, for the purpose of administration of the Plan-2025.

RESOLVED FURTHER THAT the Plan-2025 shall be implemented through a Trust Route, wherein an existing irrevocable Trust, set up by the Company by the name of Lenskart ESOP Trust (“**Trust**”) may acquire the Equity Shares by way of Secondary Acquisition from the market.

RESOLVED FURTHER THAT the Shares to be transferred by the Trust to the eligible employees under the Plan-2025 shall rank *pari-passu* in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**By Order of the Board of Directors
For Lenskart Solutions Limited
(Formerly known as Lenskart Solutions Private Limited)**

Sd/-
Ashish Kumar Srivastava
Company Secretary and Chief Compliance Officer
Membership no. F5325

Date:17/02/2026
Place: Gurugram

Notes:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 (“**the Act**”) read with the applicable rules made thereunder, setting out the material facts in respect of the items proposed at item no(s). 1 to 4 is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In compliance with the MCA Circulars and SS-2, this Notice along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail addresses are registered with the Company, RTA / Depositories / Depository Participants and whose names appear in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 13, 2026**, (“**cut-off date**”). A person who is not a Member as on the cut-off date should treat this Notice for informational purposes only.
3. The voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the Register of Members of the Company and/ or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, shall only be entitled to cast vote through remote e-voting.
4. In Compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, SS-2, Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”) and the MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting. Accordingly, the physical copies of this Notice along with postal ballot forms and pre-paid business envelopes will not be sent to the Members and accordingly, the Members are required to communicate their assent or dissent through remote e-voting system only.
5. The remote e-voting period shall commence on **Thursday, February 19, 2026 from 09:00 A.M. (IST)** onwards and shall end on **Friday, March 20, 2026 at 05:00 P.M. (IST)** (both days inclusive). During this period, Members of the Company holding equity shares either in physical or dematerialized form as on the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants or RTA), may cast their vote electronically, in respect of the resolution(s) as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by MUFG INTIME INDIA PRIVATE LIMITED thereafter. Once the vote on resolution is cast by a Member, no changes shall be allowed subsequently.

6. Mr. Devesh Kumar Vasisht (Membership No. FCS 8488 / COP No. 13700), Managing Partner of DPV & Associates LLP, Company Secretaries (Firm Registration No.: L2021HR009500), failing him Mr. Parveen Kumar (Membership No. FCS 10315 / COP No. 13411), Partner of DPV & Associates LLP, Company Secretaries (FRN: L2021HR009500), has been appointed as Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner who had also communicated their willingness to be appointed for the said purpose.
7. The Scrutinizer, immediately after the conclusion of voting, shall unblock the votes cast through remote e-voting, in presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Upon completion of scrutiny of the remote e-voting, the Scrutinizer shall submit his report to the Chairperson, or any other person authorized by him. The results of the Postal Ballot will be announced by the Chairperson, or any other person authorized by the Chairperson in writing for this purpose on or before **Monday, March 23, 2026**. The said result along with Scrutinizer's report will also be displayed at the Registered Office and Corporate Office of the Company. Additionally, the results will also be uploaded on the website of the Company at <https://www.lenskart.com/corporate/investorrelations> as well as on the website of MUFG INTIME INDIA PRIVATE LIMITED at <https://instavote.linkintime.co.in/>. The result shall simultaneously be communicated to the Stock Exchanges.
8. The resolution(s), if passed by the requisite majority, shall be deemed to have been passed as if the same has been passed at a general meeting of the Members convened on that behalf. The resolution, if approved by the requisite majority of Members by means of Postal Ballot i.e. remote e-voting, shall be deemed to have been passed on **Friday, March 20, 2026**.
9. All the documents referred to in this Notice will also be available electronically for inspection on a working day during business hours between 11:00 a.m. (IST) to 05:00 p.m. (IST), from the date of dispatch of this Notice up to the last date of remote e-voting i.e. **Friday, March 20, 2026** in accordance with the applicable statutory requirements, without any fee to be paid by the Members from the date of circulation of this Notice up to the closure of the remote e-voting period. Members seeking to inspect such documents can send an email to compliance.officer@lenskart.com from their registered email address along with details of their Folio Number / DP ID and Client ID.
10. Corporate members are entitled to appoint authorized representatives to vote on their behalf on

the resolution proposed in this Notice. Institutional/ Corporate members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's resolution/ Authorization, authorizing their representative to vote through remote e-voting to the Scrutinizer through e-mail at dpv@dpvassociates.com.

11. Members who have not registered/ updated their email address are requested to register/ update the same (i) in case of shares held in demat mode, as per the process advised by concerned Depository Participant; and (ii) In case of share held in physical form, may get their e-mail addresses registered with RTA, by clicking the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail ID and also upload the image of PAN, Aadhaar Card, share certificate & Form ISR-1 in PDF or JPEG format (up to 1 MB).

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

In case of any queries, Members may write to enotices@in.mpms.mufig.com, under help section or call on Tel no.: 022-49186000.

12. SEBI vide its notification dated January 24, 2022, and circular dated January 25, 2022. mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/ Exchange of securities certificate, endorsement, subdivision/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition.
13. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in dematerialised form are therefore requested to submit their PAN to the DP's with whom they are maintaining their dematerialised accounts.

As per the provisions of Section 72 of the Act, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

14. In case of any queries, you may contact Mr. Ashish Kumar Srivastava, Company Secretary and Chief Compliance Officer of the Company at compliance.officer@lenskart.com.

15. Instructions for remote e-voting are as below:

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

In terms of SEBI Master Circular dated January 30, 2026, on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - 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.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

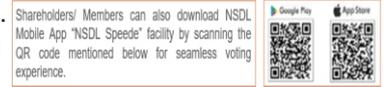
- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. 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.

Shareholders 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.
- e) Follow steps given above in points (a-d).



METHOD 3 - 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 & 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 Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) 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.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- 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.

Shareholders 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 on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

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

- a) Login to DP website
 b) After Successful login, user shall navigate through “e-voting” option.
 c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
 d) Post successful authentication, 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.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders 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 on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under 'SHARE HOLDER' tab.
 b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) 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

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

Shareholders not registered for INSTAVOTE facility:

- a) 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) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) 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

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 Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
 - o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
 - o Shareholders, 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).

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: Shareholders 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. Shareholders 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.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dpv@dpvassociates.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at compliance.officer@lenskart.com

Guidelines for Institutional shareholders (“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.

NOTE: 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).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at dpv@dpvassociates.com with a copy marked to RTA at enotices@in.mpms.mufig.com and the company at compliance.officer@lenskart.com.

HELPDESK:

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

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

Individual Shareholders holding securities in demat mode:

Individual Shareholders 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 Shareholders 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 Shareholders 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:

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

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders 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>

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) 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

- Click on “Login” under 'SHARE HOLDER' tab.
- Further Click on “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
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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 Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and

Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ 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, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance.officer@lenskart.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliance.officer@lenskart.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to enotices@in.mpms.mufg.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI master circular dated January 30, 2026 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

ITEM NO. 1 AND 2

Equity-based remuneration serves as a tool to align the personal goals of employees with the broader organizational objectives by enabling them to participate in the ownership of the Company. In order to reward, retain, and foster a sense of ownership and participation among key employees, the Shareholders of Lenskart Solutions Limited (“**Company**”) are requested to note that the Lenskart Employee Stock Option Plan, 2021 (“**Plan**”) originally approved by the Board of Directors and Shareholders of the Company on October 9, 2012 which was further amended various times. The Company has extended the benefit of the Plan to the employees and directors of Group Company including Subsidiary Company, Associate Company, in India or outside India, of the Company.

The Members of the Company be informed that the Plan was originally framed in compliance with applicable provisions of the Companies Act, 2013 and rules framed thereunder. The provisions of the Plan were aligned with the SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”) pursuant to shareholders resolution dated July 26, 2025, to ensure regulatory compliance. Further, the Company successfully completed the listing of its securities on the NSE and BSE (“**Stock Exchange(s)**”) on November 10, 2025.

The Members are further informed that certain clauses of the Plan are proposed to be amended and, in terms of Regulation 7 of the SEBI SBEB & SE Regulations, the Company may vary the terms of the Plan by way of a special resolution.

In this regard, following amendments including insertions and deletions are proposed to be made under Lenskart Employee Stock Option Plan, 2021 (“**Plan**”):

1. Deletion of Pre-Listing Clauses and Alignment of provisions

Pre-listing and liquidity event related provisions have been deleted and consequential updates have been made for clarity and consistency.

2. Rationalisation and Alignment of Exercise Periods

Earlier, the Plan provided for different exercise periods for options granted at different stages (including grants made before the first amendment, after first amendment but before second amendment, and after the second and third amendments to the Plan), resulting in multiple and inconsistent exercise timelines, including in cases of cessation of employment.

In order to simplify, standardise and bring clarity:

- The provisions prescribing different exercise periods for different categories of grants have been deleted;
- The Scheme now specifies that vested options may be exercised, wholly or partly, at any time during the exercise window while the optionee remains in employment with the Company.
- The Exercise Periods applicable in cases of death and permanent incapacity has been extended from three months to one year, providing legal heirs or the optionee adequate time to exercise their vested options.
- The exercise periods applicable to other cessation events have been aligned with the provisions of the SEBI (SBEB & SE) Regulations.

Lastly, clerical refinements and renumbering have also been carried out across the Plan to ensure overall clarity, coherence, internal consistency and regulatory compliance.

Rationale for Amendments- The above amendments are intended to:

- align the Plan with SEBI regulations applicable to listed companies;
- remove provisions that are no longer relevant post listing;
- simplify and harmonise exercise-related provisions across grants; and
- provide clarity and operational ease in the administration of the Plan.

These Members are requested to note and approve the above amendments to the ESOP Plan.

Members are requested to note that in accordance with the provisions of Regulation 12 of the SEBI SBEB & SE Regulations, subsequent to the listing of equity shares, a Company is not permitted to make any fresh grants that involve the allotment or transfer of shares to its employees under any pre-IPO Plan unless:

- The pre-IPO Plan is in conformity with these regulations, and
- The pre-IPO Plan is ratified by the shareholders subsequent to the IPO.

In accordance with the proviso to Regulation 12(1) of the SEBI (SBEB & SE) Regulations, ratification under clause (ii) may be done at any time prior to the grant of new options or shares under the pre-IPO Plan. Therefore, Company seeks approval from its shareholders to ratify the Plan to enable the Company to grant ungranted Options in the ESOP pool under the Plan and to extend the benefit of the Plan to the eligible employees of Group Company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan.

Accordingly, the Board of Directors recommends the passing of the resolution set out at Item No. 1 and 2 by the way of Special Resolution.

The salient features of the Lenskart Employee Stock Option Plan, 2021 and the disclosures required under Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief Description of the Plan:

This Employee Stock Option Plan shall be called the “**Lenskart Employee Stock Option Plan, 2021**” (hereinafter referred to as the “**Plan**”).

Purpose of the Plan:

The principal objectives of this Plan are to:

- Create a sense of ownership within the organization;
- Attract, retain and motivate Employees of the organization;
- Encourage Employees to align their performance with Company objectives;
- Reward Employees with ownership in proportion to their contribution;
- Align the interests of Employees with those of the organization.

The object of the Plan is to grant Options, at the discretion of the Company, to the Optionees who are eligible and qualify under the Plan. Such Options shall be convertible into Shares of the Company and the Optionee holding such Options shall be allotted Shares of the Company on Exercise of such Options.

2. The total number of options, SARs, shares or benefits, as the case may be, to be offered and granted:

The maximum number of the Shares which shall be issued under the Plan is as under:

Particulars	Options
Total ESOP Pool in the Scheme (A)	2,74,75,337
Shares listed with IPO out of the Exercised Options (B)	14,34,809
Total number of options under the Scheme including granted and ungranted (A) - (B) = (C)	2,60,40,528

Each Option under the Plan will entitle the Optionee to one Equity Share of the Company having face value Rs 2/- each.

3. Identification of classes of employees entitled to participate and be beneficiaries in the Plan:

- an Employee as designated by the Company, who is exclusively working in India or outside India; or
- a Director of the Company, whether a Whole Time Director or not, including a Non-Executive Director who is not a Promoter or member of the Promoter Group; but excluding an Independent Director; or

- iii an Employee as defined in sub-section (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company,

but does not include:

- i) an Employee who is a Promoter or a Person belonging to the Promoter Group; or
- ii) a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity Shares of the Company.

4. Requirements of vesting and period of vesting

Employee Stock Options granted under Plan, other than performance based options, shall vest not earlier than 2 (Two) years and not later than Vesting Period of 4 (Four) Years from the date of grant of such Options. Provided that in case of death or Permanent Incapacity, the Vesting shall occur on the date of death or Permanent Incapacity (as the case may be) in accordance with Plan.

5. Maximum period within which the options / SARs / benefits shall be vested:

The Options granted shall vest for a maximum period of 4 (Four) years from the grant date.

6. Exercise price, SAR price, purchase price or pricing formula

The Exercise Price shall be equal to the average closing price for 30 days prior to the Grant in the Stock Exchange where there is a highest trading volume during that period, subject to maximum discount of 25% on such price as may be determined by the Committee.

7. Exercise period ~~offer period~~ and process of Exercise ~~acceptance of offer~~:

After Vesting, Options can be exercised, either wholly or partly, anytime during the exercise window, while in employment with the Company. Failure to exercise within such period, shall result in lapse of Vested options from the hands of Optionee.

8. Appraisal process for determining the eligibility of employees for the Plan:

Only Eligible Employees within the meaning of this Plan are eligible for being granted Employee Stock Options under the Plan. The eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) for any particular Grant and the specific Eligible Employees to whom the Options would be granted shall be determined by the Administrator at its discretion from time to time. Provided that approval shall be obtained by way of separate resolution passed by shareholders for Grant of Options to Employees of Group Company(ies) (including Subsidiaries, and/or Associate Company(ies), as the

case may be).

9. Maximum number of Options ~~SARs, shares, as the case may be~~, to be offered and issued per employee and in aggregate, if any:

THE Company shall be required to obtain separate approval of shareholders in case of Grant of Options to identified employees, during any one year, equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

The maximum number of Options that may be granted to an Employee shall not exceed 260,405 Options.

10. Maximum quantum of benefits to be provided per employee under Plan:

The maximum quantum of benefits that will be provided to every Eligible Employee under the Plan will be the difference between the market value of Company's Share on the recognized Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

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

The Plan shall be implemented through direct route for extending the benefits to the Eligible Employees by way of Fresh Allotment by the Company.

12. Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan involves a new issue of shares by the Company.

13. The amount of loan to be provided for implementation of the Plan (s) by the Company to the trust, its tenure, utilization, repayment terms, etc:

Not applicable, since the Plan is proposed to be implemented by direct route.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan (s):

Not applicable, since the Plan is proposed to be implemented by direct route.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15.

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the

Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

16. The method which the Company shall use to value its Options:

Where the existing Guidance Note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the Plans covered under these regulations then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

17. A Statement with regard to Disclosure in Director's Report:

As the Company is adopting the Fair Value method, presently there is no requirement for disclosure in the director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then 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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

18. Period of Lock-in:

The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Laws.

19. Terms & conditions for buyback, if any, or specified securities covered under these regulations:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities issued under SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board of Directors recommends the resolutions as set out at **Item no. 1 and 2** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Plan.

ITEM NO. 3 AND 4

Equity-based remuneration includes alignment of the personal goals of the Employees with organizational objectives by participating in the ownership of the Company

and Group Companies including Subsidiary Company or Associate Company of the Company. In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the Shareholders of the Lenskart Solutions Limited ("**Company**") are requested to note that the Lenskart Employee Stock Option Plan, 2025, ("**Plan-2025**") was originally approved by the Board of Directors and Shareholders of the Company on July 18, 2025 and July 26, 2025, respectively. Also, the Company has extended the benefit of the Plan-2025 to the employees and directors of Group Company including Subsidiary Company or Associate Company, in India or outside India, of the Company with an Option Pool comprising 72,80,431 Employee Stock Options ("**Options**").

The Plan-2025 is implemented through Trust Route, wherein an existing irrevocable Trust set up by the Company by the name of Lenskart ESOP Trust ("**Trust**") had acquired the Equity Shares by way of Secondary Acquisition from the Platinum Jasmine A 2018 Trust and selling entities, prior to IPO of the Company.

Further, the Company has successfully completed the listing of its equity shares on the NSE and BSE ("**Stock Exchange(s)**") on November 10, 2025, pursuant to which the equity shares acquired by the Trust prior to the IPO, being 72,80,431 equity shares, were also listed along with the IPO.

The Shareholders are further informed that upon listing of the Company, certain clauses of the Plan-2025 are proposed to be amended and, in terms of Regulation 7 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI SBEB & SE Regulations**"), the Company may vary the terms of the Plan-2025 by way of a special resolution of its shareholders. In this regard, following amendments including insertions and deletions are proposed to be made under Lenskart Employee Stock Option Plan, 2025 ("**Plan-2025**")

1. Deletion of Pre-Listing Clauses and Alignment of provisions

Pre-listing and liquidity event related provisions have been deleted and consequential updates have been made for clarity and consistency.

2. Rationalisation and Alignment of Exercise Periods

Earlier, the Plan-2025 provided for different exercise periods before or upon occurrence of various events, (such as before liquidity Event / Monetization Event, upon occurrence of Liquidity Event / Monetization Event) resulting in multiple exercise timelines, including in cases of cessation of employment.

In order to simplify, standardise and bring clarity:

- The provisions prescribing different exercise periods for different categories of grants have been deleted;
- The Scheme now specifies that vested options may be exercised, wholly or partly, at any time during the exercise window while the optionee remains in

employment with the Company.

- The Exercise Periods applicable in cases of **death and permanent incapacity has been extended from three months to one year, providing legal heirs or the optionee adequate time to exercise their vested options.**

Lastly, clerical refinements and renumbering have also been carried out across the Plan--2025 to ensure overall clarity, coherence, internal consistency and regulatory compliance.

Rationale for Amendments- The above amendments are intended to:

- align the Plan-2025 with SEBI regulations applicable to listed companies;
- remove provisions that are no longer relevant post listing;
- simplify and harmonise exercise-related provisions; and
- provide clarity and operational ease in the administration of the Plan-2025.

These Members are requested to note and approve the above amendments to the ESOP Plan.

Members are requested to note that, as per Regulation 12 of the SEBI SBEB & SE Regulations, subsequent to the listing of Equity Shares on Recognised Stock Exchange(s), a Company shall not make any fresh grant that involves allotment of shares to its employees under any pre-IPO Plan unless-

- (i) Such pre-IPO Plan is in conformity with these regulations; and
- (ii) Such pre-IPO Plan is ratified by its shareholders subsequent to the IPO

Therefore, the Company seeks approval from its shareholders to amend and ratify the Plan to enable the Company to grant ungranted Options in the ESOP pool under the Plan-2025 and to extend the benefit of the Plan-2025 to the eligible employees of Group Company including Subsidiary Company(ies), Associate Company, in India or outside India, of the Company and to such other persons as may, from time to time, be allowed to be eligible for the benefits of the Plan.

Accordingly, the Board of Directors recommends the passing of the resolution set out at Item No. 3 and 4 by the way of special resolution.

The salient features of the Lenskart Employee Stock Option Plan-2025 and the disclosures required under Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. Brief Description of the Plan:

This Employee Stock Option Plan shall be called the "Lenskart Employee Stock Option Plan-2025" (hereinafter referred to as the "**Plan-2025**").

Purpose of the Plan:

The principal objectives of this Plan-2025 are to:

- a. Create a sense of ownership within the organization;
- b. Attract, retain and motivate Employees of the organization;
- c. Encourage Employees to align their performance with Company objectives;
- d. Reward Employees with ownership in proportion to their contribution;
- e. Align the interests of Employees with those of the organization.

The object of the Plan is to grant Options, at the discretion of the Committee, to the Optionees who are eligible and qualify under the Plan-2025. Such Options shall be convertible into Shares of the Company and the Optionee holding such Options shall be transferred Shares of the Company on Exercise of such Options.

2. The total number of options as the case may be, to be offered and granted:

The maximum number of the Shares which shall be issued under the Plan-2025 is 7,280,431 Options.

Out of the total Stock Options pool of 7,280,431 Options (which shall, subject to the Plan-2025, be the maximum number of Options which can be granted, under one or Multiple Grants), 2,184,129 Options shall be reserved for Grants to the Key Employees.

3. Identification of classes of employees entitled to participate and be beneficiaries in the 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. an Employee as defined in sub-section (i) or (ii) above, of a Group Company including Subsidiary or its Associate Company, in India or outside India, of the Company,

but does not include:

i. an Employee who is a Promoter or a Person belonging to the Promoter Group; or

ii. a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than 10% of the outstanding equity Shares of the Company.

4. Requirements of vesting and period of vesting

Employee Stock Options granted under Plan-2025 shall vest not earlier than one year from the date of the Grant ("**Minimum Vesting Period**"), and not later than the

maximum Vesting Period of 5 years from the date of the Grant (“**Maximum Vesting Period**”). Provided that in the event of death or Permanent Incapacity of an Employee, the Minimum Vesting Period of one year shall not be applicable in such instances, and in such instances, the Options shall vest on the date of the death or Permanent Incapacity.

5. Maximum period (Subject to regulation 18(1) and regulation 24(1) of these regulations, as the case may be) within which the options / SARs / benefits shall be vested:

The Options granted shall vest for a maximum period of 5 (Five) years from the grant date.

6. Exercise price, SAR price, purchase price or pricing formula

The Exercise Price shall be equal to the average closing price for 30 days prior to the Grant in the Stock Exchange where there is a highest trading volume during that period, subject to maximum discount of 25% on such price as may be determined by the Committee.

7. Exercise period/offer period and process of Exercise:

After Vesting, Options can be Exercised either wholly or partly, anytime while in employment with the Company. Failure to comply within this time period, shall result in lapsing of Vested Options in the hands of Optionee and shall be added back to the pool.

The mode and manner of the Exercise shall be communicated to the Optionee individually.

8. The appraisal process for determining the eligibility of employees for the Plan:

Only Eligible Employees within the meaning of this Plan-2025 are eligible for being granted Employee Stock Options under the Plan-2025. The eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) for any particular Grant and the specific Eligible Employees to whom the Options would be granted shall be determined by the Committee at its discretion from time to time.

9. Maximum number of Options to be offered and issued per employee and in aggregate, if any:

The Company shall be required to obtain separate approval of shareholders in case of Grant of Options to identified employees, during any one year, equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

The maximum number of Options that may be granted to an Eligible Employee shall not exceed 72,804 Options.

10. Maximum quantum of benefits to be provided per employee under Plan:

The maximum number of Options that may be granted to

an Eligible Employee shall not exceed 72,804 Options.

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

The Plan-2025 shall be implemented through Trust Route for extending the benefits to the Eligible Employees by way of fresh allotment from the Company and/or Secondary Acquisition from the market. However, the primary mode of acquisition shall be Secondary acquisition from the Market.

12. Whether the Plan involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan-2025 involves fresh allotment from the Company and/or Secondary Acquisition from the market. However, the primary mode of acquisition shall be Secondary acquisition from the Market.

13. The amount of loan to be provided for implementation of the Plan (s) by the company to the trust, its tenure, utilization, repayment terms, etc:

NotApplicable

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Plan (s):

In accordance with the applicable regulation of the SEBI SBEB & SE Regulations, the Maximum percentage of secondary acquisition in a financial year by the Trust shall not exceed two percent of the paid-up equity capital of the company as at the end of the previous financial year.

Further, the total number of shares under secondary acquisition held by the trust shall at no point of time exceed five percent of the paid-up equity capital of the company as at the financial year immediately prior to the year in which the shareholders approval is obtained for such secondary acquisition.

15. A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to the disclosure requirements under the Applicable Law, the Accounting Standards prescribed by the Central Government in terms of section 133 of the Companies Act, and the Guidance Note on Accounting for Employee Share-based Payments (Guidance Note) and/ or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

16. The method which the Company shall use to value its Options:

Where the existing Guidance Note or Accounting

Standard do not prescribe accounting treatment or disclosure requirements for any of the Plan-2025 covered under these regulations then the Company shall comply with the relevant Accounting Standard as may be prescribed by the ICAI from time to time.

17. A Statement with regard to Disclosure in Director's Report:

As the Company is adopting the Fair Value method, presently there is no requirement for disclosure in the director's report. However, if in future, the Company opts for expensing of share-based employee benefits using the intrinsic value, then 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, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' report.

18. Period of Lock-in:

The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may apply under the Applicable Laws.

19. Terms & conditions for buyback, if any, or specified securities covered under these regulations.

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities issued under SEBI (SBEB & SE) Regulations, if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

The Board of Directors recommend the resolutions as set out at **Item no. 3 and 4** for your approval as Special Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options granted/may be granted under the Plan-2025.