



NOTICE

CHEMPLAST SANMAR LIMITED

Registered Office: 9 Cathedral Road, Chennai 600086
 Tel: +91 44 2812 8500, CIN: L24230TN1985PLC011637
 Email: grd@sanmargroup.com, Website: www.chemplastsanmar.com

NOTICE OF FORTY FIRST ANNUAL GENERAL MEETING

Notice is hereby given that the Forty First Annual General Meeting of the members of Chemplast Sanmar Limited will be held on Tuesday, the August 12, 2025 at 4.30 P.M (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses at No. 9, Cathedral Road, Chennai 600 086.

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Auditors thereon and Board of Directors; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of Auditors thereon.
2. To appoint a Director in place of Mr Sumit Maheshwari (DIN: 06920646), Director who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To consider and pass, the following resolution as a **Special Resolution**:
 "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act and rules made thereunder, applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on May 13, 2025, Mr Vikram Taranath Hosangady (DIN: 09757469) Director who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) SEBI Listing Regulations and who is eligible for appointment as a Non-Executive and Independent

Director of the Company, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from May 13, 2025 to May 12, 2030."

"RESOLVED FURTHER THAT any one of the Directors or Mr M Raman, Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

4. To consider and pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), payment of Remuneration of ₹ 5 Lakhs (Rupees Five Lakhs Only), apart from reimbursement of out-of-pocket expenses and applicable taxes, to N Sivashankaran & Co., Cost Accountants, (Firm Registration No. 100662), who were appointed by the Board of Directors at its meeting held on May 13, 2025 for carrying out Cost Audit of the Company for the Financial Year 2025-26, be and is hereby approved and that the Board of Directors be and are hereby authorised to take all such action as may be required in this regard."

5. To consider and pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED that pursuant to Regulation 24A (1) (b) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 of Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, B Ravi & Associates, Practicing Company Secretaries, Chennai (Firm Registration No. P2016TN052400; Peer Review Certificate Number 6835/2025) be and are hereby

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appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years from the financial year 2025-26 to 2029-30 on a remuneration as may be approved by the Board of Directors in consultation with the Secretarial Auditor."

"RESOLVED FURTHER THAT any one of the Directors or Mr M Raman, Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to

give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board
For Chemplast Sanmar Limited

M Raman

Place: Chennai Company Secretary & Compliance Officer
Date: July 7, 2025 Memb No. ACS 6248

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") issued General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 10/2022, 11/2022, 09/2023 and 09/2024 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 22, 2023 and September 19, 2024 respectively, ("MCA Circulars") and Securities and Exchange Board of India ("SEBI") issued Circular No SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") allowing, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated May 5, 2020. In compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 41st Annual General Meeting ("AGM") of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 41st AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Company has engaged KFin Technologies Limited (KFIN) for facilitating voting through electronic means i.e., remote e-voting and voting at the 41st AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforementioned Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the route map of the AGM venue is not annexed to the notice.
3. Institutional investors, who are Members of the Company, may attend the 41st AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members/Institutional investors are required to send a scanned copy (in PDF/JPG Format) of the Board Resolution/ Power of Attorney authorizing its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to csbravi@gmail.com
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts for the items nos 3 to 5 is annexed hereto and forms part of the notice.
5. Information pursuant to regulations 36(3) of SEBI LODR and secretarial standard on General Meetings (SS-2) in respect of the Directors seeking re-appointment/ appointment, at the AGM are furnished in the annexure to this notice. The Directors have furnished the requisite consent/ declaration for their appointment.
6. All the documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection through electronic mode, without any fee by the Members from the date of circulation of this Notice up to the date of the AGM viz August 12, 2025. Members seeking to inspect such documents can send an email to grd@sanmargroup.com in this regard. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance



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to the Company on grd@sanmargroup.com and the same will be replied by the Company suitably.

7. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection. Members seeking to inspect such documents can send an e-mail to grd@sanmargroup.com.
8. The facility of participation at the AGM through VC/OAVM will be made available for 2000 members on first come first served basis. This procedure of first come first served basis will not be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who can have free access to login at anytime. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by the Ministry of Corporate Affairs as mentioned in para 1 above, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFIN for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by KFIN. The Company has appointed B Ravi & Associates (Firm Registration Number: P2016TN052400) Practicing Company Secretaries, represented by CS Dr. B. Ravi (FCS No.:1810 CP No.:3318) Managing Partner of B Ravi & Associates, as the Scrutiniser for conducting e-voting process in a fair and transparent manner.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/

CIR/2024/133 dated October 3, 2024, the Annual Report 2024-25 is being sent only through electronic mode i.e., email, to those Members whose e-mail addresses are registered with the Depositories Participant ("DP"). In compliance with Regulation 34 (b) of Listing Regulations, a letter containing web-link including the exact path for accessing the Annual Report will be sent to those members who have not registered their e-mail addresses with DP. The Annual Report has been uploaded on the website of the Company at <https://www.chemplastsanmar.com/annual-report.php> The Notice of the AGM is available in the website of the Company at <https://www.chemplastsanmar.com/agm-notice.php> The Notice and the Annual Report can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of KFIN (Agency for providing the remote e-Voting facility) i.e. <https://evoting.kfintech.com/public/Downloads.aspx>

As an eco-friendly measure intending to benefit the society at large, we request you to be part of the e-initiative and register your e-mail address to receive all communication and documents including Annual reports from time to time in electronic form, with DP.

In case of any queries, Members may write to ris@kfintech.com or grd@sanmargroup.com by quoting their DP and Client ID.

12. Registration / Updation of e-mail addresses

- i. All the members of the Company hold shares in dematerialised form. Members who have not registered their e-mail addresses so far, are requested to register the same with the depository through their Depository Participants (DPs).
- ii. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank account numbers / update, PAN, E-mail ID/mandates/nominations/ power of attorney/change of name/change of address/contact numbers etc. to their DP with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services.

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13. Instructions for members for remote e-voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically through the e-Voting services provided by KFIN, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-voting commences on Friday, August 8, 2025 (9.00 AM IST) and ends on Monday, August 11, 2025 (5.00 PM IST).
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. Tuesday, August 5, 2025.
- vi. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFIN for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFIN e-Voting system in case of non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFIN system to participate e-AGM and vote at the AGM.



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Details on Step 1 are mentioned below:

LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point No. 1 above 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFIN. V. On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration or Website: www.cdslindia.com II. Click on the "Login" icon applicable when using the Website: www.cdslindia.com III. and opt for "My Easi New (Token)" IV. Login with your registered user ID and password. V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal. VI. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the registration. III. Follow the steps given in point No. 1 above 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit Website: www.cdslindia.com II. Click on the "E Voting" icon III. Provide your demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP, i.e KFIN where the e- Voting is in progress.

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Type of shareholders	Login Method
Individual Shareholders login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider - KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use 'Forgot user ID' and 'Forgot Password' option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33, 022-62343625, 022-62343626 & 022-62343259

Details on Step 2 are mentioned below:

LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL'S SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

(A) Members whose email IDs are registered with the Depository Participant (s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first

login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '8962- AGM' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple demat accounts shall choose the voting process separately for each demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.



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- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id csbravi@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, are requested to register/ update their email addresses with relevant depository participants.

Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio for sending the Annual report, Notice of AGM and the e-voting instructions. For permanent registration of email address, mobile number, etc., members may get in touch with their DPs for updation.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

INSTRUCTIONS FOR ALL THE SHAREHOLDERS FOR ATTENDING THE AGM OF THE COMPANY THROUGH VC/ OAVM AND E-VOTING DURING THE MEETING.

- i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFIN. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/ KFIN. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the

video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

- ii. Facility for joining AGM through VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

- i. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from KFIN. On successful login, select 'Speaker Registration' which will be opened from August 5, 2025 to August 8, 2025. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

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- ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFIN. On successful login, select 'Post Your Question' option which will be opened from August 5, 2025 to August 8, 2025.
- iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFIN Website) or contact Ms Swati Reddy, at evoting@kfintech.com or call KFIN's toll free No. 1800-309-4001 for any further clarifications.
- iv. The Members, whose names appear in the list of Beneficial Owners as on August 5, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain

the User ID and Password in the manner as mentioned below:

- i. If the mobile number of the member is registered against DP ID Client ID, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

- ii. If e-mail address or mobile number of the member is registered against DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFIN at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
- vi. The results of the electronic voting shall be declared to the Stock Exchanges not later than two working days from the conclusion of the meeting. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.



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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.3

Mr Vikram Taranath Hosangady ("Vikram Hosangady") was appointed as a Non-Executive and Non-Independent Director of the Company as approved by the shareholders of the Company at the 39th Annual General Meeting held on August 11, 2023. He is due for retirement by rotation at the ensuing 41st Annual General Meeting of the Company and is eligible for reappointment.

The Board of Directors at its Meeting held on May 13, 2025 as recommended by the Nomination and Remuneration Committee, have approved the appointment of Mr Vikram Hosangady as a Non - Executive and Independent Director of the Company, for a term of 5 (Five) consecutive years with effect from May 13, 2025 to May 12, 2030, not liable to retire by rotation, subject to the approval of the shareholders of the Company.

Upon his appointment as a Non - Executive and Independent Director, the composition of Board of Directors of the Company will be 5 (five) Independent Directors and 3 (three) Non – Independent Directors.

Mr Vikram Hosangady, 51 years, holds a membership in the Institute of Chartered Accountants of India, the Institute of Cost and Management Accountants of India and a commerce degree from Loyola College, Chennai. He is a seasoned business leader and finance professional with over 25 years of experience as a strategic partner to several large Indian and global corporations alike. He has also assisted several private equity funds in their investment life cycle.

Mr Vikram Hosangady worked with KPMG India and Global in various positions from 2005 to 2022. He was part of the KPMG India Leadership Team between 2017 and 2021. Prior to KPMG, he worked with Ernst & Young (EY) and Arthur Andersen.

His expertise includes Finance, Commercial acumen, Business strategy, Economic Affairs, General Management & Human resources and Corporate Governance.

He is also on the Board of Directors of following other listed companies.

Name of the Company	Category (Independent/Non-Independent)
MRF Limited	Independent Director
Bajaj Electricals Limited	Independent Director
Indef Manufacturing Limited	Independent Director
Rane (Madras) Limited	Non-Independent Director

Mr Vikram Hosangady has confirmed that he has not been debarred from holding the office of a Director by virtue of any Order passed by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing the appointment of Mr Vikram Hosangady.

He has submitted declaration stating that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and under the applicable Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr Vikram Hosangady fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and also SEBI Listing Regulations for appointment as an Independent Director of the Company.

Approval of the Shareholders is required for the appointment of Mr Vikram Hosangady as a Non - Executive and Independent Director of the Company, under Section 149 of the Companies Act, 2013 read with rules thereunder and Regulation 25(2) of SEBI Listing Regulations.

It is in the interest of the Company to appoint Mr Vikram Hosangady as a Non-Executive and Independent Director of the Company. The Board recommends the resolution set forth in Item No.3 for the approval of the Members of the Company, as special resolution.

At the 40th Annual General Meeting held on August 8, 2024, the Shareholders of the Company, had approved payment of commission at the rate not exceeding 1% (One Per cent) of the net profits of the Company or remuneration in the event of loss or inadequacy of profits in any financial year in accordance with Schedule V of the Act, subject to a maximum of ₹ 1,00,00,000 (Rupees one Crore only) every year, in aggregate to all the Independent Directors of the Company and that such commission or remuneration is payable every year to the Independent Directors, in such manner and proportion as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors for a period of three years commencing from and effective from the 2023-24.

Pursuant to the above said approval by the Shareholders, apart from receiving sitting fees and reimbursement of travel expenses for attending the Board and Committee Meetings, Mr Vikram Hosangady, Non-Executive and Independent Director, will also be eligible to receive either commission or remuneration every year as determined by the Nomination

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and Remuneration Committee and approved by the Board of Directors.

Details of Mr Vikram Hosangady, pursuant to Regulation 36(3) of SEBI Regulations and Secretarial Standard-2 on General Meeting is enclosed.

Interest of Directors

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution. Mr Vikram Hosangady does not hold any shares in the Company and is not related to any other Director or Key managerial personnel of the Company.

Inspection of Documents

A copy of letter of appointment setting out the terms and conditions of his appointment is available for inspection by the members upto the date of the Annual General Meeting.

Item No. 4

The Board of Directors on the recommendation of Audit Committee have appointed N Sivashankaran & Co, Cost Accountants, Chennai as Cost Auditor of the Company for the financial year 2025-26.

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to approve the payment of remuneration of ₹ 5 Lakhs (Rupees Five Lakhs Only) apart from reimbursement of out of pocket expenses and applicable taxes to the Cost Auditor as considered and approved by the Board of Directors at its meeting held on May 13, 2025 for the Financial Year 2025-26.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members of the Company, as ordinary resolution.

Interest of Directors

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution.

Inspection of Documents

The consent letter dated April 21, 2025 received from N Sivashankaran & Co is available for inspection to the members upto the date of the Annual General Meeting.

Item No. 5

B Ravi & Associates, Practicing Company Secretaries, Chennai (Firm Registration No. P2016TN052400) are the existing Secretarial Auditor of the Company.

In terms of recent amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulation 24A), listed companies are required to appoint secretarial auditor who is a peer reviewed company secretary and holding a valid certificate of practice issued by the Institute of Company Secretaries of India, for a term of five consecutive years with the approval of the shareholders of the Company in its Annual General meeting.

The Board of Directors at its meeting held on May 13, 2025 approved the appointment of B Ravi and Associates as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years from 2025-26 to 2029-30, subject to the approval of the shareholders of the Company.

The Company had received a consent letter and a letter of eligibility from B Ravi & Associates, Practicing Company Secretaries, Chennai (Firm Registration No. P2016TN052400; Peer Review Certificate Number 6835/2025) confirming that they fulfil the requirements prescribed under the above said regulations, for being appointed as the secretarial auditor of the Company, for a period of 5 (five) consecutive financial years from the financial year 2025-26.

The remuneration payable to Secretarial Auditor will be approved by the Board of Directors as mutually agreed upon with Secretarial Auditor and it will be in line with industry standards subject to escalation during their term of appointment.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members of the Company, as ordinary resolution.

Interest of Directors

None of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution.

Inspection of Documents

The consent letter dated April 3, 2025 received from B Ravi & Associates is available for inspection to the members upto the date of the Annual General Meeting.



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Particulars of the Directors seeking appointment /re-appointment at this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting.

Item No. 2**Re- Appointment - Mr Sumit Maheshwari**

Name	Sumit Maheshwari
DIN	06920646
Date of Birth	27/11/1982
Age	42 years
Qualifications	He is a Chartered Accountant and holds a Post Graduate Program in Management from the Indian School of Business, Hyderabad.
Date of appointment/ Re-appointment by the shareholders	August 8, 2024
Date of first appointment on the Board	May 20, 2024
Expertise in specific functional areas	<p>Sumit Maheshwari has been the Managing Director & CEO of Fairbridge Capital since May 2018, playing a pivotal role in sourcing, evaluating, negotiating, and executing investment opportunities. Since joining Fairbridge in 2011, he has overseen key investments in Bangalore International Airport, Sanmar Group, CSB Bank, Fairchem Organics, and several others. Sumit also serves on the boards of various Fairfax portfolio companies.</p> <p>A seasoned investment professional with deep experience in both private and public Indian companies, Sumit manages over \$7 Billion in Indian investments for Fairfax Financial Holdings and Fairfax India Holdings. He excels in conducting due diligence, managing high governance, and providing strategic direction to portfolio companies. His success is driven by his ability to partner with high-quality business owners, maintain strong governance, and nurture relationships with stakeholders. Sumit is deeply connected within the Indian business community and is an active member of the Young Presidents' Organisation (Mumbai Chapter).</p> <p>Before Fairbridge, Sumit worked with KPMG in India and the UK, specializing in audit and advisory services.</p> <p>Sumit is a value-investing advocate, committed to creating long-term sustainable growth in India.</p>
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	<p>Re-Appointment as a Non-executive and Non-Independent Director, liable to retire by rotation.</p> <p>No remuneration is proposed to be paid to him.</p>
Directorship held in other Boards	<ol style="list-style-type: none"> 1. Thomas Cook (India) Limited 2. Seven Islands Shipping Limited 3. Jaynix Engineering Private Limited 4. Maxop Engineering Company Private Limited 5. Bangalore International Airport Limited 6. Saurashtra Freight Private Limited 7. Sterling Holiday Resorts Limited 8. Fairfreight Lines Private Limited 9. CSB Bank Limited 10. Anchorage Infrastructure Investments Holdings Limited 11. Fairbridge Capital Private Limited

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	12. Fairchem Organics Limited
	13. National Commodities Management Services Limited
	14. Global Aluminium Private Limited
Membership / Chairmanship of Committees in other Companies	<p>Thomas Cook India Limited</p> <p>Audit Committee - Member</p> <p>Corporate Social Responsibility (CSR) Committee – Member</p> <p>CSB Bank Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Nomination & Remuneration Committee– Member</p> <p>Fairchem Organics Limited</p> <p>Nomination & Remuneration Committee– Member</p> <p>Audit Committee– Member</p> <p>Risk Management Committee– Member</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Saurashtra Freight Private Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Remuneration Committee- Member</p> <p>Sterling Holiday Resorts Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Bangalore International Airport Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Management Committee- Member</p> <p>Fairbridge Capital Private Limited</p> <p>Corporate Social Responsibility (CSR) Committee- Chairman</p> <p>Maxop Engineering Company Private Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Fairfreight Lines Private Limited</p> <p>Corporate Social Responsibility (CSR) Committee- Member</p> <p>Jaynix Engineering Private Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>Anchorage Infrastructure Investments Holdings Limited</p> <p>Nomination and Remuneration Committee– Member</p> <p>Audit Committee– Member</p> <p>Global Aluminium Private Limited</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p> <p>National Commodities Management Services Limited</p> <p>Nomination & Remuneration Committee– Member</p> <p>Corporate Social Responsibility (CSR) Committee– Member</p>
Listed entities from which he has resigned in the past three years	Nil



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Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: He has attended 8 out of 8 Meetings held after his appointment as a Director with effect from May 20, 2024.

Item No. 3**Appointment (Re-designation)- Vikram Hosangady**

Name	Vikram Hosangady
DIN	09757469
Date of Birth	03-09-1973
Age	51 years
Qualifications	Chartered Accountant & Cost and Management Accountant
Date of appointment/ Re-appointment by the shareholders	Date of appointment by the Shareholders: August 11, 2023 Proposed to be appointed as Independent Director at the 41 st Annual General Meeting to be held on August 12, 2025
Date of first appointment on the Board	May 16, 2023
Expertise in specific functional areas	His expertise includes Finance, Commercial acumen, Business strategy, Economic Affairs, General Management & Human resources and Corporate Governance.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Appointment as a Non-executive and Independent Director. Remuneration or commission as the case may be, to be paid every year as detailed in the Explanatory statement. Sitting fees paid during the 2024-25 was ₹ 4.75 Lakhs
Directorship held in other Boards	1. MRF limited 2. Rane (Madras) Limited 3. Bajaj Electricals Limited 4. Indef Manufacturing Limited
Membership / Chairmanship of Committees in other Companies	MRF Limited Audit Committee - Chairman Nomination and Remuneration Committee- Member Bajaj Electricals Limited Audit Committee- Member Nomination and Remuneration Committee- Member Indef Manufacturing Limited Audit Committee - Chairman Nomination and Remuneration Committee- Member Risk Management Committee- Member
Listed entities from which he has resigned in the past three years	1. Hercules Hoists Limited 2. Rane Engine Valve Limited (Pursuant to scheme of amalgamation)

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Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director, Manager or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: 9 out of 9 Meetings