AG VENTURES LIMITED

(formerly Oriental Carbon & Chemicals Limited)
Corporate Identity Number (CIN) – L64990UW1978PLC249903
Regd. Off.: 14th Floor, Tower-B, World Trade Tower, Plot No. C-1, Sector-16,
Noida, Gautam Buddha Nagar, Uttar Pradesh-201301
Email: investors@agventures.co.in ; **Website:** www.agventuresltd.com

NOTICE

NOTICE is hereby given that the 46th (Forty Sixth) Annual General Meeting of AG Ventures Limited (formerly Oriental Carbon & Chemicals Limited) will be held on Friday, 24th July, 2026 at 11:00 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, the Audited Consolidated Financial Statements of the Company for the said financial year and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Akshat Goenka [DIN: 07131982], who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve payment of Commission/Remuneration to Mr. Akshat Goenka as a Non-Executive Director of the Company for the Financial Year 2026-27**

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Schedule V thereto and the rules made thereunder and Regulation 17(6) (ca) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors at their respective meetings held on 22nd May, 2026, the consent of the Members of the Company be and is hereby accorded for payment of such commission/ remuneration, not exceeding ₹ 125 Lakh in aggregate, as the Board may decide, on the recommendation of the Nomination and Remuneration Committee, to Mr. Akshat Goenka, Non-Executive Non-Independent Director of the Company, for the financial year 2026-27, payable quarterly subject to overall limit as prescribed under Section 197(1)(ii) of the Act and as approved by the Members, notwithstanding that such remuneration may exceed fifty percent of the total annual remuneration payable to all the other Non-Executive Directors of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the financial year 2026-27, the Company will pay such commission/remuneration, not exceeding ₹ 125 Lakh in aggregate, as approved by the Board, based on the recommendation of the Nomination and Remuneration Committee, to Mr. Akshat Goenka, Non-Executive Non Independent Director of the Company, in accordance with the provisions of Section 197(3) read with Schedule V to the Act, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1)(ii) and in the Table in Schedule V, Part II, Section II (A) to the Act.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be expedient, proper and necessary to give effect to the above resolution.

By order of the Board

Registered Office:
14th Floor, Tower-B, World Trade Tower,
Plot No. C-1, Sector-16, Noida,
Gautam Buddha Nagar, Uttar Pradesh-201301

Vipin
Company Secretary
Membership No. A55308

Date: 22nd May 2026
Place: Noida

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details of material facts relating to the special businesses to be transacted at this Annual General Meeting (AGM), is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), vide General Circulars No. 14/2020 dated April 8 2020, No. 17/2020 dated April 13 2020, and subsequent circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the latest being 03/2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its

Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (SEBI Circular) have permitted to hold the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

3. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the aforesaid MCA Circulars, SEBI Circular and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 46th AGM of the Company is being held through VC / OAVM and no physical presence of members, directors, auditors and other eligible persons shall be required at this meeting.

4. Notice of 46th AGM and the Annual Report (including Financial Statements, Board's Report, Auditor's Report and other documents required to be attached therewith) for the financial year 2025-26, are being sent only through email to the Members whose name appear in the register of members/ depositories as at closing of business hour of 26th June, 2026 on their registered email id with the Company and no physical copy of the same would be dispatched. Members may note that the 46th Integrated Annual Report containing Notice, Financial statements and other documents are available on the website of BSE Limited (www.bseindia.com) where the Company's shares are listed and is also available on the website of the Company (www.agventuresltd.com). The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who request for the same in writing to the Company.

5. The Company has engaged the services of MUFG Intime India Private Limited (MIIPL or RTA) for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained below.

6. The Members can join the AGM through VC/OAVM mode 30 minutes before the scheduled time of commencement or thereafter during the AGM by following the procedure mentioned in the notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on a first-come, first-served basis. This will not include large shareholders (shareholders holding 2% or more shares), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee, stakeholder relationship committee, auditors, etc., who are allowed to attend the AGM without restriction on a first come first-served basis.

7. Since the meeting is being conducted through VC/ OAVM, Members will not be able to appoint proxies for the meeting and no Route Map is annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

   Body Corporates who intends to authorize representatives to participate and vote on their behalf in the meeting to be held through VC/OAVM are requested to send, in advance, a duly certified copy of the board resolution/ letter of authority/power of attorney to the Scrutinizer by e-mail to pawan.sarawagi@gmail.com and to the Company at investors@agventures.co.in through its registered E-mail Address.

8. 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 Companies Act, 2013 and hence no attendance slip is attached to the notice.

9. A recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in the safe custody of the Company. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording the minutes of the proceedings of this AGM.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their depository participants, with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the registrar and share transfer agent, MIIPL.

11. Members are requested to contact the Members are requested to contact the Company's registrar & share transfer agent, MIIPL, contact person Mr. Kuntal Mustafi [Phone: (033) 69066200, Email ID: investor.helpdesk@in.mpms.mufg.com] if they have any queries or for redressal of their complaints, or contact Mr. Vipin, Company Secretary of the Company, at the Registered Office of the Company [Phone: (0120) 2446850; Email: investors@agventures.co.in]

12. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out all material facts relating to the relevant items of business of this Notice is annexed herewith and the same should be taken as part of this Notice.

    Further, as required under Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India ("SS2 on General Meetings"), a brief profile of the Directors proposed to be appointed/re-appointed is set out in the Explanatory Statement to this Notice.

13. Any Member desirous of receiving any information/ clarification on Financial Statements or operations of the Company, is requested to forward his/her queries, specifying his/her name along with Folio No./ DP & Client ID details, to the Share Department of the Company at the Registered Office or through e-mail at investors@agventures.co.in at least 10 working days prior to the AGM, so that required information can be made available at the AGM.
14. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer the same to the Unpaid/Unclaimed Account is required to be transferred to the Investor Education Protection Fund (IEPF), constituted by the Central Government. During FY 2025-26, the unclaimed dividend amount of ₹ 14,03,990/- and ₹ 8,42,232/- towards the unpaid dividend account of the Company for the financial year 2017-18 (Final Dividend) and 2018-19 (Interim Dividend) were transferred to Investor Education and Protection Fund. The said amounts remained unclaimed for seven years, despite reminder letters having been sent to each of the members concerned.
15. The Final Dividend for the financial year ended March 31, 2019 and Interim Dividend for the financial year ended March 31, 2020, which remains unpaid or unclaimed, will be due for transfer to IEPF on August 31, 2026 and November 29, 2026, respectively.

    The Company has been sending reminders to those Members having unpaid/unclaimed dividends before transfer of such dividend(s) to IEPF. The details of the unpaid/unclaimed dividend are also uploaded as per the requirements, on the Company's website https://www.agventuresltd.com/.

    Pursuant to provision of Section 124(6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF Authority. During FY 2025-26, the Company has transferred the 9243 equity shares to the demat account of IEPF Authority.

    Members, who have not encashed their dividend warrants for the year ended March 31, 2020 or subsequent thereto are requested to lodge their claims with the Company.

    Members, who have not encashed their dividend warrants for the above mentioned dividends are requested to lodge their claims with the Company.
16. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company by email to investors@agventures.co.in or investor.helpdesk@in.mpms.mufg.com in or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.
17. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Limited, immediately of:
    a) Change of their residential status on return to India for permanent settlement.
    b) Particulars of their bank account maintained in India with Complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/CIR/2022/8 dated January 25, 2022, has mandated the 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; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; and Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MUFG Intime India Pvt. Limited for any assistance in this regard.
19. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. For Transmission cases shareholders are requested to submit Form ISR-5 as specified vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022.
20. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, the facility for making the nomination, cancellation or variation of the nomination is available to the members holding the shares in physical form. Members desirous of making nominations are requested to send their requests in Form SH.13. Further, SEBI vide its Circular dated November 3, 2021 has mandated to furnish Form ISR-3 for opting out of Nomination by physical shareholders in case the shareholder do not wish to register for the Nomination.
21. Relevant documents referred to in the accompanying notice or explanation statement are open for inspection by the members at the AGM through the electronic facility and such documents will also be available for inspection in physical or electronic form at the registered office on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM.

22. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170; the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with rules issued thereunder; and all other documents referred to in the accompanying notice will be available for inspection by the members in electronic mode at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting upon log-in to the MIIPL e-voting system at https://instavote.linkintime.co.in.
23. The Board has appointed Mr. Pawan Kumar Sarawagi (Membership No. FCS 3381), of M/s. P Sarawagi & Associates, Company Secretaries, Kolkata as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
24. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.agventuresltd.com and on the website of RTA immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.
26. **Instructions for remote e-voting and joining the Annual General Meeting are as follows:**

    The remote voting period begins on July 21, 2026, at 9:00 a.m. (IST) and ends on July 23, 2026, at 5:00 p.m. (IST) During this period, members of the company, holding shares either in physical form or in dematerialized form as of the cut-off date on Friday, July 17, 2026, may cast their vote electronically. The remote e-voting module shall be disabled by MIIPL for voting thereafter. A person who is not a member as of the cut-off date should treat this notice for informational purposes only.

    Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facilities to their shareholders in respect of all shareholder resolutions. However, it has been observed that the participation of the public, non institutional shareholders, and retail shareholders is at a negligible level.

    Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and the maintenance of multiple user IDs and passwords by the shareholders.

    To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting for all the demat account holders, by way of a single login credential through their demat accounts or the websites of depositories or depository participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

Login method for Individual shareholders holding securities in demat mode:

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).

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

Google Play App Store

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
4. Click "Submit".

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

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

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:

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

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.
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 registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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 registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

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.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

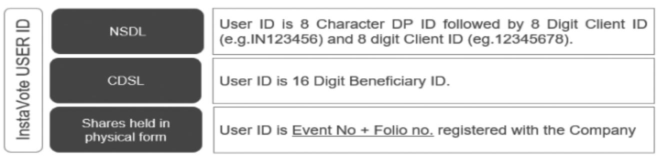
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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



- 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".

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

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business as mentioned in accompanying Notice dated May 22, 2026.

Item No. 3

Pursuant to demerger of Chemical business of the Company, Executive Directors of the Company including Mr. Akshat Goenka ceased to be Executive Director of the Company from close of business hours on June 30, 2024. Consequently, there was no Managing Director or Whole time Director of the Company w.e.f. July 1, 2024. Mr. Akshat Goenka however, continue to serve the Company as Non-Executive Director, Promoter of the Company. The Members of the Company had, at the 45th Annual General Meeting held on July 28, 2025, approved the payment of commission of up to Rs. 125 Lakhs to Mr. Akshat Goenka, Non-Executive Director, for the financial year 2025–26. Pursuant to the recommendation of the Nomination and Remuneration Committee and considering his contribution to the affairs of the Company, the Board of Directors has approved the payment of commission of Rs. 50 Lakhs to Mr. Goenka for the financial year 2025–26, which is within the limit approved by the Members.

Keeping in view the valuable contribution, responsibilities and the time devoted by Mr. Akshat Goenka in the Investment business, the Nomination and Remuneration Committee and Board of Directors of the Company at their meetings held on May 22, 2026, has recommended payment of Commission / Remuneration not exceeding ₹ 125 Lakh to him for the Financial Year 2026-27. The commission as proposed along with the remuneration drawn by Mr. Akshat Goenka, from Duncan Engineering Limited, the subsidiary Company, where he serves as the Managing Director of the Company may exceed the maximum limit admissible under Section 197 of the Companies Act, 2013. Further, in the event of loss or inadequacy of profits in the financial year 2026-27, the Company would pay such commission/remuneration, not exceeding ₹ 125 Lakh, as the Board may decide, based on the recommendation of the Nomination and Remuneration Committee, to Mr. Akshat Goenka, Non-Executive Non-Independent Director of the Company, as minimum remuneration, in accordance with the provisions of Section 197(3) read with Schedule V to the Act, notwithstanding that such remuneration, together with the remuneration drawn by him from the Company's subsidiary may exceed the limits prescribed under Section 197(1)(ii) and in the Table in Schedule V, Part II, Section II (A) to the Act. Hence, the proposed resolution, as set out in Item No. 3, requires to be approved by Members of the Company by way of a Special Resolution.

The information required as per Schedule V of the Companies Act, 2013 are provided in the **Annexure – B** to this Notice.

Mr. Akshat Goenka having experience of more than 15 years is the main force behind the Investment business of the Company and has been instrumental in helping and guiding the Company towards its investment strategy focused at optimising short term and long term returns. As the Non-Executive Director of the Company, Mr. Goenka shall continue to provide vision, dynamism and leadership which will help the Company achieve high standards of corporate governance, innovation, brand visibility and overall growth. His role in leveraging his wide network of relationships will always be beneficial to the Company. The Board deems it appropriate to recognize his contribution and deems it fair to suitably remunerate him as proposed.

Regulation 17(6)(ca) of the SEBI Listing Regulations necessitates Members' approval by way of a Special Resolution for payment of remuneration to one Non-Executive Director in excess of 50 percent of the total remuneration payable to all Non-Executive Directors of the Company. The proposed remuneration to be paid to Mr. Akshat Goenka, will exceed 50 percent of the total annual remuneration payable to all the Non-Executive Directors.

Thus, the consent of the Members of the Company is being sought by way of a Special Resolution.

The Board recommends the Special Resolution, as set out at Item No. 3 of the Notice, for approval by the Members of the Company. Except Mr. Akshat Goenka and Mr. Arvind Goenka, Directors and their relatives, none of the Directors / Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 3 of the Notice.

A brief profile of Mr. Akshat Goenka is provided in the **Annexure – A** to this Notice along with other requisite information in compliance with Regulation 36(3) of the SEBI Listing Regulations and the SS-2 issued by the ICSI.

The documents mentioned in the resolution shall be made available for inspection, electronically by the Members of the Company, on a virtual platform and in physical form at the Registered Office of the Company, during 11:00 A.M. to 1:00 P.M. on all working days, except Saturdays, up to the date of the Annual General Meeting.

By order of the Board

Registered Office:
14th Floor, Tower-B, World Trade Tower,
Plot No. C-1, Sector-16, Noida,
Gautam Buddha Nagar, Uttar Pradesh-201301

Vipin
Company Secretary
Membership No. A55308

Place: Noida
Date: 22nd May 2026

ANNEXURE – A TO THE EXPLANATORY STATEMENT

The brief resume and other information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2, in relation to appointment/re-appointment of the Directors at the 46th AGM, is as under:

Name of Director	**Mr. Akshat Goenka**
Designation	Non-Executive, Non-Independent Director
DIN	07131982
Date of Birth (Age)	September 27, 1987 (38 Years)
Qualifications	Graduate in Economics and International Relations
Terms and conditions of reappointment	As per the terms of original appointment
Number of meetings of the Board attended during the financial year 2025-26	5 out of 5 meetings in FY 2025-26
Chairman/members of the Committee of the Board of Directors of the Company	**Member:** Audit Committee Stakeholders Relationship Committee Operational and Finance Committee
Directorship held in Other Company	Duncan Engineering Limited Cosmopolitan Investments Private Limited OCCL Limited
Committee position held in others	**Duncan Engineering Limited** Chairman: Nil Member: Stakeholders Relationship Committee
	OCCL Limited Chairman: NIL Member: Audit Committee Stakeholders Relationship Committee Operational and Finance Committee
Relationship with other Directors	Mr. Arvind Goenka (father)
Date of first appointment on the Board	May 14, 2015
No. of equity shares held in the Company	1,00,000

ANNEXURE – B TO THE EXPLANATORY STATEMENT

I. GENERAL INFORMATION:

1.	Nature of industry	The Company is engaged in the business of trading in Commodity and other investments
2.	Date or expected date of commencement of commercial production	Not Applicable
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	**FY 2025-26:** Revenue from Operations: ₹ 10,721.29 Lakh; Profit Before Tax: ₹ 603.0 Lakh; Profit After Tax: ₹ 750.28 Lakh **FY 2024-25:** Revenue from Operations: ₹ 10,827.61 Lakh; Profit Before Tax: ₹ 1,096.93 Lakh; Profit After Tax: ₹ 562.03 Lakh
5.	Foreign investments or collaborations, if any.	The Company has not made any foreign direct investments or collaborations.

II. INFORMATION ABOUT THE APPOINTEE:

1.	Background details	Mr. Akshat Goenka is a Graduate in Economics and International Relations from University of Pennsylvania, USA, an Ivy League Institution. He is also an alumnus of Harvard Business School. He has experience of more than 15 years and he is the main force behind the Investment business of the Company and has been instrumental in helping and guiding the Company towards its investment strategy focused at optimizing short term and long term returns. He provides vision, thought and leadership which has helped the Company achieve high standards of corporate governance, innovation, brand visibility and overall growth.
2.	Expertise in specific functional area	Global Marketing, Strategy and Planning, Risk and compliance oversight, Critical and Innovative thoughts, spearheading new projects and Finance and Accounts.
3.	Qualifications	Graduate in Economics and International Relations
4.	Past remuneration	**FY 2025-26:** Commission: ₹ 50.00 Lakh
5.	Recognition or awards	Not Applicable
6.	Job profile and his suitability	Mr. Akshat Goenka has a deep understanding of the management of the affairs of the Company and considering his strong academic background and rich industry experience, the Board of Directors is of the opinion that the services of Mr. Akshat Goenka should be available to the Company.
7.	Remuneration proposed	**FY 2026-27:** Commission: ₹ 125 Lakh
8.	Comparative remuneration profile with respect to industry, size of the company, profile of the position, and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Akshat Goenka has rich industry experience in the management of the affairs of the Company. Considering his experience and the specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
9.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other directors, if any.	Mr. Akshat Goenka is the son of Mr. Arvind Goenka, Non- Executive Director.

III. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provisions of Section 197 of the Companies Act, 2013 and pursuant to the provision of SEBI Listing Regulations.
2.	Steps taken or proposed to be taken for improvement	The Company continues to take necessary steps to improve its future performance.
3.	Expected increase in productivity and profits in measurable terms	The management has taken concrete steps to improve overall business growth and profitability. However, the actual outcome shall depend upon the prevailing global and local economic and geopolitical situation.

By order of the Board

Registered Office:
14th Floor, Tower-B, World Trade Tower,
Plot No. C-1, Sector-16, Noida,
Gautam Buddha Nagar, Uttar Pradesh-201301

Vipin
Company Secretary
Membership No. A55308

Place: Noida
Date: 22nd May 2026