Corporate Identity Number (CIN) – L24302GJ2022PLC131360
Regd. Off.: Survey No. 141, Paiki of Mouje, APSEZL, Mundra, Kachchh, Gujarat- 370421
Email: investorfeedback@occlindia.com; Website: www.occlindia.com

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of OCCL Limited will be held on Thursday, August 27, 2026 at 11 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year ended March 31, 2026.
3. 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:

4. Ratification of Cost Auditor's remuneration

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration amounting to ₹1,40,000/- (Rupees One lakh forty thousand only) payable to M/s. J K Kabra & Co., the Cost Auditors of the Company, as approved by the Board of Directors of the Company for the Financial Year ending March 31, 2027, be and is hereby ratified."

5. Creation/modification of charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to mortgage, hypothecate, pledge, create charge(s), lien(s), security interest(s) and/or other encumbrance(s) over all or any part of the present and/or future movable and/or immovable properties, assets and undertakings of the Company, wheresoever situated, in favour of any bank(s), financial institution(s), non-banking financial company(ies), security trustee(s), debenture trustee(s), lender(s), agent(s) or any other person(s) acting on behalf of the lender(s), for securing the repayment of working capital facilities, bank guarantees, letters of credit, external commercial borrowings, debt securities, term loan and/or any other financial assistance or credit facilities together with interest, additional interest, liquidated damages, commitment charges, costs, charges, expenses thereon and all other monies payable by the Company in respect thereof.

RESOLVED FURTHER THAT the security so created by the Company may rank pari passu, subservient or in such manner and on such terms and conditions as may be agreed between the Company and the concerned lender(s)/security trustee(s) and may extend to the whole or substantially the whole of the undertaking(s) of the Company, as may be required by the respective lender(s).

RESOLVED FURTHER THAT the aggregate amount of the indebtedness secured by such mortgage(s), hypothecation(s), pledge(s), charge(s) and/or other encumbrance(s) shall not exceed ₹325 Crores (Rupees Three Hundred Twenty-Five Crores Only), the break-up of which, as follows:

(i) Fund-based and non-fund-based working capital facilities (including facilities under the Emergency Credit Line Guarantee Scheme (ECLGS) 5.0), bank guarantees, letters of credit and other short-term borrowings, not exceeding ₹300 Crores (Rupees Three Hundred Crores Only); and

(ii) Term loans and/or other long-term borrowings having tenor exceeding 1 year, not exceeding ₹25 Crores (Rupees Twenty-Five Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, settle, vary and execute all such deeds of mortgage, deeds of hypothecation, deeds of pledge, security documents, declarations, agreements, deeds, writings and other documents and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to this Resolution, including determining the terms and conditions of the security, accepting such modifications as may be required by the lender(s), security trustee(s) or any statutory or regulatory authority, and to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s), Key Managerial Personnel or officer(s) of the Company, as it may deem fit.

RESOLVED FURTHER THAT all actions taken by the Board or any Committee thereof or any officer of the Company in connection with the matters referred to herein before the date of this Resolution be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT any Director of the Company, the Chief Financial Officer and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to sign and execute all such documents, forms, applications and writings as may be necessary or expedient for giving effect to this Resolution and to file the requisite e-forms and other documents with the Registrar of Companies and other statutory/regulatory authorities, as may be required."

Registered Office:
Survey No. 141, Paiki of Mouje,
APSEZL, Mundra, Kachchh,
Gujarat- 370421

Place: Noida
Date: July 30, 2026

By order of the Board

Pranab Kumar Maity
Company Secretary & Sr. GM-Legal
Membership No. A20606

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.

   Necessary information pertaining to Mr. Akshat Goenka as required under Regulation 36(3) of the the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") is attached to this Notice as **Annexure – 1**.

2. The Ministry of Corporate Affairs ("MCA"), vide various circulars issued from time to time, including the latest circulars dated September 22, 2025 have permitted holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") till further orders.

3. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the aforesaid MCA Circulars, SEBI Circulars and SEBI Listing Regulations, the 4th 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 4th 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 close of business hour on July 31, 2026 at their registered email id with the Company and no physical copy of the same would be dispatched. Members may note that the 4th Annual Report containing Notice, Financial statements and other documents are available on the websites of BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com), where the Company's shares are listed, and the website of the Company (www.occlindia.com).

5. 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.in and to the Company at investorfeedback@occlindia.com through its registered E-mail Address.

6. Pursuant to the Scheme, the Company has issued shares in dematerialised form only. The shares of shareholders who were holding shares in physical mode in the Demerged Company and have not submitted their demat account details with the Company and/ or Registrar and Transfer Agent, have been transferred to "OCCL Limited Suspense Escrow Demat Account". Such shareholders are requested to update details of their demat account along with the copy of their Client Master List (CML) with the Registrar and Transfer Agent of the Company at at kolkata@in.mpms.mufg.com and/or to the Company at investorfeedback@occlindia.com.

7. All documents, transfers, dematerialisation requests and other communications in relation thereto shall be addressed directly to the Company's Registrar and Share Transfer Agent.

8. The Company has engaged 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.

9. The Members can join the AGM through VC/OAVM mode 15 minutes before the scheduled commencement of 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 shareholding), 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.

10. 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.

11. 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.

12. 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 Corporate Office or through e-mail at investorfeedback@occlindia.com at least 10 working days prior to the date of the AGM, so that required information can be made available at the AGM.

13. 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 investorfeedback@occlindia.com or kolkata@in.mpms.mufg.com or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.

14. 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.

15. Final Dividend for FY 2025-26

The Board of Directors at its meeting held on May 21, 2026, has recommended a Final Dividend of ₹1.80/- per equity share. The Record Date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2026, if approved at the AGM, is Thursday, August 20, 2026. Payment of such dividend subject to deduction of tax at source will be made by September 11, 2026, to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Thursday, August 20, 2026.

16. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend to be paid to shareholders at the prescribed rates. The shareholders are requested to update their PAN with the Company/ MIIPL (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

    A Resident individual Members with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investorfeedback@occlindia.com or kolkata@in.mpms.mufg.com or they can login to the portal of MIIPL, i.e. in.mpms.mufg.com and upload necessary tax exemption declaration under Investor Services/Tax Exemption Registration. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

    Non-resident Members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to investorfeedback@occlindia.com or kolkata@in.mpms.mufg.com or they can login to the portal of MIIPL, i.e. in.mpms.mufg.com and upload necessary documents under Investor Services/Tax Exemption Registration.

    The aforesaid declarations and documents need to be submitted by the shareholders by 11.59 p.m. IST on August 14, 2026.

17. Members are requested to contact the Company's registrar & share transfer agent, MIIPL , contact person Mr. Kuntal Mustafi [Phone: (033) 40049728/40731698, Email ID: kolkata@in.mpms.mufg.com, for any query or complaint, or contact Mr. Pranab Kumar Maity, Company Secretary of the Company, at the Corporate Office of the Company [Phone: (0120) 4744800; Email: investorfeedback@occlindia.com]

18. 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 of the Company on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM.

19. 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; 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.

20. 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.

21. 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 submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, with two working days of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same.

22. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website https://www.occlindia.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.

23. Instructions for remote e-voting and joining the Annual General Meeting are as follows:

The remote voting period begins on August 24, 2026, at 9:00 a.m. and ends on August 26, 2026, at 5:00 p.m. During this period, members of the Company, holding shares either in physical form or in dematerialized form as of the cut-off date of August 20, 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 E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

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 e-Voting facility.

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

1. 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).

Shareholder / member can also download NSDL Mobile App "NSDL Speede" facilituy by scanning the QR code mentioned below foe the seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

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.

2. 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).

3. 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.

4. 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:

i. User ID: Enter User ID

Insta Vote User ID

NSDL : User ID is 8 charracter DP ID followed by 8 digit client ID (e.g. 123456) and 8 digit Client ID (e.g. 12345678).

CSDL : User ID is 16 digit Beneficiary ID.

Share held in physical form : User ID is Event No + Folio No. registered with the Company.

ii. Password: Enter existing Password

iii. Enter Image Verification (CAPTCHA) Code

iv. Click "Submit".

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

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

i. User ID: Enter User ID

Insta Vote User ID

NSDL : User ID is 8 charracter DP ID followed by 8 digit client ID (e.g. 123456) and 8 digit Client ID (e.g. 12345678).

CSDL : User ID is 16 digit Beneficiary ID.

Share held in physical form : User ID is Event No + Folio No. registered with the Company.

ii. 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.

iii. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

iv. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

- Shareholders, holding shares in NSDL form, shall provide 'point 4' above.
- Shareholders, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

v. 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).

vi. Enter Image Verification (CAPTCHA) Code.

vii. 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".

Process and manner for attending the Annual General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxation will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

   I. Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

   II. Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

III. Shareholders shall select check box – PAN and enter 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 by MUFG Intime, if applicable.

IV. Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

V. Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting".

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

I. Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

II. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

III. Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

IV. Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on link "Cast your vote".

I. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

II. Click on 'Submit'.

III. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

IV. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

V. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

a) Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

b) Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

c) Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

d) Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

e) Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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 July 30, 2026.

Item No. 4

The Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment of M/s. J K Kabra & Co., Cost Accountants, as the Cost Auditor of the Company, to conduct the audit of the cost records relating to the chemicals manufacturing at Dharuhera for the financial year ending March 31, 2027, at a remuneration of ₹1,40,000/- plus applicable tax and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

The Company has received written consent from M/s. J K Kabra & Co. confirming their eligibility and willingness to be appointed as the Cost Auditor of the Company. They have also confirmed that they meet the requirements to be appointed as Cost Auditor in accordance with the provisions of the Act and that they are not disqualified for appointment under the Act, the Cost and Works Accountants Act, 1959 and the rules or regulations made thereunder. The consent letter of M/s J K Kabra & Co, Cost Accountants, will be available for inspection of Members through the electronic facility and will also be available for inspection in physical or electronic form at the Registered Office of the Company on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM.

The Board recommends the resolution set out in Item No. 4 of the Notice, for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

In the ordinary course of its business, the Company from time to time, avail various credit facilities, including term loans, working capital facilities, bank guarantees, letters of credit, external commercial borrowings, debt securities and other financial assistance from banks, financial institutions, non-banking financial companies and other lenders, to meet its working capital requirements, capital expenditure and other business and corporate purposes.

The lenders extending such financial assistance may require security for the due repayment of the financial facilities together with interest, additional interest, costs, charges, expenses and all other monies payable by the Company in connection therewith by way of mortgage, hypothecation, pledge, charge or other encumbrance over the movable and/or immovable properties, assets and undertakings of the Company, both present and future.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company may sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, or create mortgages, charges or other encumbrances over such undertaking in favour of lenders for securing borrowings, only with the approval of the Members by way of a Special Resolution by way of mortgage, hypothecation, pledge, charge or other encumbrance over the movable and/or immovable properties, assets and undertakings of the Company, both present and future.

Accordingly, the approval of the Members is sought to authorise the Board of Directors (including any Committee thereof or any person(s) authorised by the Board) to create such mortgages, hypothecation, pledges, charges and/or other encumbrances over all or any part of the present and future movable and/or immovable properties, assets and undertakings of the Company, in favour of banks, financial institutions, non-banking financial companies, security trustees or other lenders, for securing the repayment of loans, borrowings or other credit facilities availed or to be availed by the Company, provided that the aggregate amount of the indebtedness so secured shall not exceed ₹325 Crores (Rupees Three Hundred Twenty-Five Crores only), the break-up of which, as follows:

(i) Fund-based and non-fund-based working capital facilities (including facilities under the Emergency Credit Line Guarantee Scheme (ECLGS) 5.0), bank guarantees, letters of credit and other short-term borrowings, not exceeding ₹300 Crores (Rupees Three Hundred Crores Only); and

(ii) Term loans and/or other long-term borrowings having tenor exceeding 1 year, not exceeding ₹25 Crores (Rupees Twenty-Five Crores Only).

The proposed authorisation will provide the Company with the necessary operational and financial flexibility to create security in favour of its lenders as and when required, thereby enabling timely availability of funds for its business operations, capital expenditure, expansion plans and other corporate purposes.

The Board of Directors is of the opinion that the proposed Resolution is in the best interests of the Company and, accordingly, recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

Registered Office:
Survey No. 141, Paiki of Mouje, APSEZL, Mundra, Kachchh,
Gujarat- 370421

Place: Noida
Date: July 30, 2026

By order of the Board

Pranab Kumar Maity
Company Secretary & Sr. GM-Legal
Membership No. A20606

Annexure – A to the Explanatory Statement

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the following information is furnished about the Director proposed to be appointed / re-appointed:

Name of Director	**Mr. Akshat Goenka**
Designation	Joint Managing Director
DIN	07131982
Date of Birth (Age)	September 27, 1987 (38 Years)
Qualifications	Graduate in Economics and International Relations from the University of Pennsylvania, USA, an Ivy League Institution. He is also an alumnus of Harvard Business School
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	4 out of 4 meetings in FY 2025-26
Chairman/members of the Committee of the Board of Directors of the Company	**Chairman:** NIL **Member:** Audit Committee Stakeholders Relationship Committee Operational and Finance Committee
Directorship held in Other Company	AG Ventures Limited Duncan Engineering Limited Cosmopolitan Investments Private Limited
Committee position held in others	**AG Ventures Limited** **Chairman:** NIL **Member:** Audit Committee Stakeholders Relationship Committee Operational and Finance Committee
	Duncan Engineering Limited **Chairman:** NIL **Member:** Stakeholders Relationship Committee.
Relationship with other Directors	Mr. Arvind Goenka (Father)
Date of first appointment on the Board	April 25, 2022
No. of equity shares held in the Company	5,00,000