

Date: January 12, 2026

VCL/SE/94/2025-26

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 516072
Through: BSE Listing Centre

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051
NSE Symbol: VISHNU
Through: NEAPS

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/ Madam,

Further to our intimation dated December 30, 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed please find herewith the electronic copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the Members of Vishnu Chemicals Limited ('the Company'), which is being sent only through electronic mode to the members of the Company, on the Special Resolution as set out in the said Postal Ballot Notice dated December 30, 2025. The Company has completed the dispatch of the postal ballot notice through electronic mode on January 12, 2026.

The remote e-Voting period shall commence at 09:00 hrs. (IST) on **Tuesday, January 13, 2026** and end at 17:00 hrs. (IST) on **Wednesday, February 11, 2026** (both days inclusive). The evoting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. The Results of the Postal Ballot along with the Scrutinizer's Report shall be announced within 2 working days of the conclusion of Postal Ballot process through remote evoting.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those shareholders of the Company whose names appear in the Register of Members/ Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date of **Friday, January 09, 2026** (the "Cut-off date").

The said Postal Ballot Notice is also available on the website of the Company <http://vishnuchemicals.com/investors>.

This is for your information and record.

Thanking You.

For Vishnu Chemicals Limited

Vibha Shinde
Company Secretary & Compliance Officer



VISHNU CHEMICALS LIMITED

CIN: L85200TG1993PLC046359

Regd Off: H.No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar, Jubilee Hills, Hyderabad
Telangana 500096, India

Tel: +91-40-23327723, 040-23396817 Fax: +91-40-23314158.

Email: investors@vishnuchemicals.com

Website: www.vishnuchemicals.com

POSTAL BALLOT NOTICE TO THE MEMBERS OF THE COMPANY

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

| E Voting Starts On | E Voting Ends On |
|---|--|
| Tuesday, January 13, 2026 at 9.00 am | Wednesday, February 11, 2026 at 5.00 pm |

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (**the “Act”**), read together with the Companies (Management and Administration) Rules, 2014, as amended (**the “Management Rules”**), General Circular No.09/2024 dated September 19, 2024 and General Circular No. 3/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**“MCA”**), Government of India, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India, hereinafter collectively referred to as the (**“Circulars”**), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**“SS-2”**) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) that the special resolution as set out in the Notice is proposed for consideration by the members of the Vishnu Chemicals Limited (herein after referred to as “Company”) for passing by means of Postal Ballot by way of voting through electronic means (**‘remote e-voting’**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (**‘RTA’**) as on the **cut-off date of Friday, January 9, 2026**. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the members would only take place through remote e-voting.

An Explanatory Statement setting out the material facts and reasons thereof is appended to this Notice pursuant to Section 102 of the Act read with Rules framed thereunder). The Board of Directors (**“Board”**) have appointed M/s L D Reddy & Co, Practicing Company Secretaries represented by Mr. L Dhanamjay Reddy, Practicing Company Secretary (CP No: 3752) as the Scrutinizer (**“Scrutinizer”**) for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014. Further, the Company has engaged services of Central Depository Services (India) Limited (herein after referred to as **“CDSL”**) to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes under the section '**General information and instructions relating to e-voting**' in this notice ('Postal Ballot Notice') to cast their votes electronically from their respective locations. Members are requested to cast their votes through the remote e-voting process not later than 5.00PM (IST) on Wednesday, February 11, 2026 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned member. Remote E-voting facility will be blocked by CDSL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time. Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars.

The members holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit the report to the Chairman and Managing Director of the Company. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman and Managing Director/Company Secretary within 2 (two) working days of the conclusion of the postal ballot process through remote e-voting at the registered office of the Company. The results along with the scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('**NSE**') and BSE Limited ('**BSE**') (hereinafter collectively referred to as '**Stock Exchanges**') where the equity Shares of the Company are listed and will be displayed on the Company's website at www.vishnuchemicals.com as well as on the website of CDSL.

The proposed resolutions, if passed by requisite majority, shall be deemed to have been passed on February 11, 2026, being the last day of remote e-voting.

1. Appointment of Mr. Srivari Chandrasekhar (DIN: 00481481) as an Independent Director of the Company.

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

"RESOLVED THAT Mr. Srivari Chandrasekhar (DIN:00481481) who was appointed as an Additional Director (for Non-Executive & Independent category) of the Company with effect from November 18, 2025 by the Board and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), who is eligible for appointment, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 25(2A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof] and the Articles of Association of the Company, the appointment of Mr. Srivari Chandrasekhar (DIN:00481481), who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a first term of two (2) years with effect from November 18, 2025 till November 17, 2027 (both days inclusive), be and is hereby approved.

RESOLVED FURTHER THAT any one of the Director or Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

By Order of the Board of Directors

For VISHNU CHEMICALS LIMITED

Sd/-

Vibha Shinde

Company Secretary & Compliance Officer

M No: F8466

Place: Hyderabad

Date: 30.12.2025

Notes:

1. Explanatory Statement pursuant to Section 102 of the Act read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. In accordance with the MCA Circulars, the Notice is being sent in electronic form through email only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope **will not** be sent to the Members for the Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
3. For purpose of providing remote e-voting facility, the Company has engaged with CDSL for facilitating remote e-voting and enabling the Members to cast their votes electronically.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.vishnuchemicals.com, websites of the Stock Exchanges i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of CSDL at www.evotingindia.com.
5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.vishnuchemicals.com under Investor Relations Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Telangana (in vernacular language i.e., Telugu) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at www.vishnuchemicals.com. The said public notice shall also mention the process for registration of email-ids by those Members who have not yet registered their email-ids with the Company.
7. The voting through electronic means will commence on **Tuesday, January 13, 2026 at 9.00 am IST) and will end on Wednesday, February 11, 2026 at 5.00 pm**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Members.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at bsshyd1@bigshareonline.com, if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., Friday, January 9, 2026 and whose e-mail IDs are registered with the Company /Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e., Friday, January 9, 2026 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. Voting shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company. A person who is not a

Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

11. A member cannot exercise his/her vote by proxy on Postal Ballot.
12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Ms. Vibha Shinde, Company Secretary and Compliance Officer at Email: cs@vishnuchemicals.com or for any query / grievance with respect to E-voting, you can write and email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

THE INTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, January 13, 2026 at 9.00 am (IST) and will end on Wednesday, February 11, 2026 at 5.00 pm. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday January 9, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Since the passing of resolutions is through '**remote e-voting**' only. There will be no physical meeting conducted.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members is at a negligible level.

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ 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 ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual Members holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or by clicking on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e- |

| | |
|---|--|
| login through their Depository Participants | voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. |
|---|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

| Login type | Helpdesk details |
|--|--|
| Individual Members holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Members holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.

(v) Login method for Remote e-Voting for **Physical Members and Members other than individual holding in Demat form.**

- 1) The Members should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Members” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | For Physical Members and other than individual Members holding shares in Demat. |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual Members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the

Company at the email address viz; investors@vishnuchemicals.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

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

The Members are informed that based on the recommendations of Nomination and Remuneration Committee (NRC), Mr. Srivari Chandrasekhar (DIN:00481481) was appointed as Additional Director (for Independent Director category) of the Company by circular resolution with effect from November 18, 2025 under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 and is entitled to hold office up to the date of 33rd Annual General Meeting of the Company.

The Company has received consent from Mr. Srivari Chandrasekhar, in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time along with a declaration stating his eligibility to be appointed as Independent Director and confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(i)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). Mr. Srivari Chandrasekhar is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 & Listing Regulations and is independent of the management. Further, NRC is of the opinion that the experience & expertise of Mr. Srivari Chandrasekhar in organic chemistry especially in chiral chemistry meets the requirement of the Company in technical aspects. Summary of profile of Mr. Srivari Chandrasekhar is made part of disclosures under the Annexure to this notice.

In terms of the provisions of section 152 read with section 149 of the Companies Act, 2013 every director shall be appointed by the Company in general meeting and further as per Regulation 25(2A) of the Listing Regulations appointment of Independent Director shall be approved by the shareholders by way of special resolution.

The names of companies and the committees in which the director is a director/member, the letter of appointments and terms and conditions of the appointments are available for inspection at the registered office of the company during normal business hours (9:30 am to 5:00 pm) on any working day, except Saturday, up to and including the date of AGM of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) are set out in the Annexure to the Explanatory Statement.

Except the director (including relatives) being appointed in terms of the said resolutions, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the Resolution at Item No. 1 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

Annexure to the Postal Ballot Notice

| | |
|--|---|
| Name of the Director | Mr. Srivari Chandrasekhar |
| Director Identification Number (DIN) | 00481481 |
| Nationality | Indian |
| Date of birth | March 9, 1964 |
| Age | 61 years and 9 months |
| Qualification | Consultant, Scientific Advisor Professor |
| Experience (including expertise in specific functional area)/ Brief Resume | <p>Mr. Srivari Chandrasekhar served as :</p> <ul style="list-style-type: none"> • Secretary to Govt. of India, Department of Science & Technology (Dec 2021 — Jul 2023) • Director, CSIR - Indian Institute of Chemical Technology, Hyderabad (Jul 2015 - Nov 2021) • Additional charge as Director, CSIR – National Environmental Engineering Research Institute (CSIRNEERI), Nagpur (Apr 2021 - Nov2021) • Mentor Director, National Institute of Pharmaceutical and Educational Research (NIPER), Hyderabad (June 2015- June 2018) • Additional charge as Director, CSIR – National Geophysical Research Institute (CSIR-NGRI), Hyderabad (Feb 2016 - July 2016) • Director, Indo-French Joint Laboratory and IICT – RMIT (Australia) Joint Laboratory <p>An internationally recognised research leader in organic chemistry with over 26 years of rich experience. Known for building an interface between academia and industry. Led, developed and nurtured talent across disciplines</p> |
| Terms and Conditions of Appointment | As per the resolution set out at Item No. 1 of the Postal Ballot Notice read with statement pursuant to Section 102 of the Act |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Remuneration proposed to be paid | Nil |
| Date of first Appointment on the Board of the Company | November 18, 2025 |
| Shareholding in the Company | Nil |
| Relationships with other Directors/ Key Managerial Personnel's | Nil |
| List of Directorship held in other companies as on the date of Postal Ballot | 1.Deccan Cements Limited 2.HPL Additives Limited |
| Membership /Chairmanship in Committees* of other companies as on the date of Postal Ballot(including this listed company) | Audit Committee- 2 Stakeholders' Relationship Committee- 1 |
| Listed entities from which he/she has resigned in the past three years | Nil |

*Only two Committees namely, Audit Committee and Stakeholders' Relationship Committee have been considered.