Chemplast Sanmar Limited

Regd Office:
9 Cathedral Road
Chennai 600 086 India
Tel + 91 44 2812 8500
E-mail: csl@sanmargroup.com
www.chemplastsanmar.com
CIN L24230TN1985PLC011637

14th July, 2026

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code - 543336	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 Scrip Symbol – CHEMPLASTS

Dear Sir/Madam,

Sub: Notice of 42nd Annual General Meeting

The Forty Second Annual General Meeting ("AGM") of the Company will be held on Friday, the 7th August, 2026 at 3.00 PM IST through Video Conferencing / Other Audio-Visual Means.

Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of AGM for the Financial Year 2025-26 which is being dispatched today, through electronic mode, to the Shareholders who have registered their e-mail addresses with the Depositories/Registrar and Share Transfer Agent of the Company,

The Notice of AGM is uploaded on the Company's website www.chemplastsanmar.com

This is for your information and records.

Thanking You,

Yours faithfully,
For CHEMPLAST SANMAR LIMITED

PADMANABHAN SRINIVASAN
Digitally signed by PADMANABHAN SRINIVASAN
Date: 2026.07.14 15:54:19 +05'30'

P SRINIVASAN
Company Secretary and Compliance Officer
Memb No. ACS 10129

NOTICE

CHEMPLAST SANMAR LIMITED

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

NOTICE OF FORTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Forty Second Annual General Meeting of the members of Chemplast Sanmar Limited will be held on Friday, the August 07, 2026 at 3:00 P.M (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses at No. 9, Cathedral Road, Chennai 600 086.

ORDINARY BUSINESS

1. To receive, consider and adopt:

   a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Auditors thereon and Board of Directors; and

   b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of Auditors thereon.

2. To appoint a Director in place of Mr Vijay Sankar (DIN: 00007875) Director, who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on May 25, 2026, Mr V S Radhakrishnan (DIN: 08064705) in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive and Non-Independent Director of the Company liable to retire by rotation, in the casual vacancy caused by the resignation of Mr Sumit Maheshwari (DIN: 06920646)."

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

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of ₹ 5,75,000 (Rupees Five Lakhs Seventy Five thousand Only), apart from reimbursement of out-of-pocket expenses and applicable taxes, to N Sivashankaran & Co., Cost Accountants, (Firm Registration No. 100662) who were appointed by the Board of Directors at its meeting held on May 25, 2026 for carrying out the Cost Audit of the Company for the Financial Year 2026-27, be and is hereby ratified and that the Board of Directors be and are hereby authorised to take all such action as may be required in this regard."

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('Act') and the Rules made thereunder, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the approval and recommendation of Nomination and Remuneration Committee and that of the approval of Board of Directors at its meeting held on May 25, 2026, the consent of the members of the Company be and is hereby accorded for the payment of higher of,

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(i) Commission at the rate not exceeding 1% (one percent) of the net profits of the Company in a financial year or

(ii) Remuneration in the event of loss or inadequacy of profits in any financial year in accordance with Schedule V to the Act, subject to a maximum of ₹ 1,00,00,000 (Rupees One Crore only), every year,

In aggregate to all the Independent Directors [apart from sitting fees and expenses incurred for attending the meetings of the Board and / or the Committee(s) thereof] for a period of three (3) years from Financial Year 2026-27 to 2028-29 and that said Commission or Remuneration be paid to and distributed amongst all the Independent Directors of the Company in such quantum, manner and proportion as may be recommended by the Nomination and Remuneration Committee to the Board of Directors and approved by the Board of Directors of the Company, within the limits as set out hereinabove."

"RESOLVED FURTHER THAT the Board of Directors, Key Managerial Personnel and any other person authorised by the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board
For **Chemplast Sanmar Limited**

P Srinivasan
Company Secretary &
Compliance Officer
Memb No. ACS 10129

Place: Chennai
Date: May 25, 2026

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular September 22, 2025 (In continuation with the Circulars issued earlier in this regard)("MCA Circulars") has allowed, inter-alia, conduct of Annual General Meeting through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020 dated May 05, 2020. In compliance with these Circulars, provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 42nd Annual General Meeting ("AGM") of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 42nd AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Company has engaged KFin Technologies Limited (KFIN) for facilitating voting through electronic means i.e., remote e-voting and voting at the 42nd AGM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforementioned Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC/ OAVM, the route map of the AGM venue is not annexed to the notice.

3. Institutional investors, who are Members of the Company, may attend the 42nd AGM of the Company through VC/ OAVM mode and vote electronically. Corporate members/Institutional investors are required to send a scanned copy (in PDF/JPG Format) of the Board Resolution/ Power of Attorney authorising its representatives to attend and vote at the AGM through VC / OAVM on its behalf pursuant to Section 113 of the Act. The said Resolution/ Authorisation shall be sent to the Scrutinizer by email through its registered email address to csbravi@gmail.com

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts for the items nos 3 to 5 is annexed hereto and forms part of the notice.

5. Information pursuant to regulations 36(3) of SEBI Listing Regulations and SS-2 Secretarial Standard on General Meetings in respect of the Directors seeking re-appointment/appointment, at the AGM are furnished in the annexure to this notice. The Director has furnished the requisite consent/ declaration for his appointment.

6. All the documents referred to in the accompanying Notice and the Explanatory Statement, shall be available for inspection through electronic mode, without any fee by the Members from the date of

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circulation of this Notice up to the date of the AGM viz August 07, 2026. Members seeking to inspect such documents can send an email to grd@sanmargroup.com in this regard. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the Company on grd@sanmargroup.com and the same will be replied by the Company suitably.

7. During the AGM, the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection. Members seeking to inspect such documents can send an e-mail to grd@sanmargroup.com.

8. The facility of participation at the AGM through VC/OAVM will be made available for 2000 members on first come first served basis. This procedure of first come first served basis will not be applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who can have free access to login at anytime. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.

9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars as mentioned in para 1 above, the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with KFIN for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by KFIN. The Company has appointed B Ravi & Associates (Firm Registration Number: P2016TN052400) Practicing Company Secretaries, represented by CS Dr. B. Ravi (FCS No.:1810 CP No.:3318) Managing Partner of B Ravi & Associates, as the Scrutinizer for conducting e-voting process in a fair and transparent manner.

11. In line with the MCA Circulars and Regulation 36 of SEBI Listing Regulations, the Annual Report 2025-26 is being sent only through electronic mode i.e., email, to those Members whose e-mail addresses are registered with the Depositories Participant ("DP"). In compliance with Regulation 36 (b) of SEBI Listing Regulations, a letter containing web-link including the exact path for accessing the Annual Report will be sent to those members who have not registered their e-mail addresses with DP. The Annual Report has been uploaded on the website of the Company at https://www.chemplastsanmar.com/annual-report.php The Notice of the AGM is available in the website of the Company at https://www.chemplastsanmar.com/agm-notice.php The Notice and the Annual Report can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of KFIN (Agency for providing the remote e-Voting facility) i.e. https://evoting.kfintech.com/public/Downloads.aspx

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

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

12. **Registration / Updation of e-mail addresses**

    i. All the members of the Company hold shares in dematerialised form. Members who have not registered their e-mail addresses so far, are requested to register the same with the depository through their Depository Participants (DPs).

    ii. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their Bank account numbers / update, PAN, E-mail ID/mandates/nominations/ power of attorney/change of name/change of address/contact numbers etc. to their DP with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA to provide efficient and better services.

13. **Instructions for members for remote e-voting**

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically through the e-Voting services provided by KFIN, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. The remote e-voting commences on Tuesday, August 04, 2026 (9.00 AM IST) and ends on Thursday, August 06, 2026 (5.00 PM IST).

v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, July 31, 2026.

vi. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFIN for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

viii. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

   I. Access to Depositories e-Voting system **in case of individual shareholders** holding shares in demat mode.

   II. Access to KFIN e-Voting system **in case of non-individual shareholders** in demat mode.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. For OTP based login**: I. click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp II. Enter your 8-digit DP ID,8-digit Client ID, PAN No., verification code and generate OTP. III. Enter the OTP received on registered email/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. IV. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting web page of NSDL for casting your vote during the remote e-Voting period. **2. User already registered for IDeAS facility:** I. Visit URL: https://eservices.nsdl.com

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Type of shareholders	Login Method
	II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **3. User not registered for IDeAS e-Services** I. To register click on link: https://eservices.nsdl.com II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point No. 2 above **4. Alternatively by directly accessing the e-Voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the Company and the e-Voting Service Provider name, i.e.KFIN. V. On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period. **5. NSDL Speede** Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or Website: www.cdslindia.com II. Click on the "Login" icon applicable when using the Website: www.cdslindia.com III. and opt for "My Easi New (Token)" IV. Login with your registered user ID and password. V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal. VI. Click on e-Voting service provider name to cast your vote. **2. User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration and https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration II. Proceed with completing the registration. III. Follow the steps given in point No. 1 above

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Type of shareholders	Login Method
	3. Alternatively, by directly accessing the e-Voting website of CDSL I. Visit Website: www.cdslindia.com II. Click on the "E Voting" icon III. Provide your demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP, i.e **KFIN** where the e- Voting is in progress.
Individual Shareholders login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against Company name or e-Voting service provider - **KFIN** and you will be redirected to e-Voting website of **KFIN** for casting your vote during the remote e-Voting period without any further authentication.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **1800 2109 911, 022-62343625, 022-62343626 & 022-62343259**

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

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

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e. User ID and password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

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v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., "9884- AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple demat accounts shall choose the voting process separately for each demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id csbravi@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, are requested to register/ update their email addresses with relevant depository participants.

Members may visit the website of the Company www.chemplastsanmar.com or the website of the Registrars and Share Transfer Agent https://evoting.kfintech.com/public/Downloads.aspx for downloading the the Annual Report, Notice of AGM and e-voting instructions.

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

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

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

i. Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFIN. Members may access the same at https://emeetings.kfintech.com/ by using the e-voting login credentials provided in the email received from the Company/ KFIN. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii. Facility for joining AGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.

iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.

vi. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

vii. Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

OTHER INSTRUCTIONS

I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit https://emeetings.kfintech.com and login through the user ID and password provided in the mail received from KFIN. On successful login, select 'Speaker Registration' which will be opened from July 31, 2026 to August 03, 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

ii. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from KFIN. On successful login, select 'Post Your Question' option which will opened from July 31, 2026 to August 03, 2026.

iii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFIN Website) or contact Ms Swati Reddy, at evoting@kfintech.com or call KFIN's toll free No. 1800-309-4001 for any further clarifications.

iv. The Members, whose names appear in the list of Beneficial Owners as on July 31, 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

v. Any non-individual member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFINTECH in the manner as mentioned below:

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

      Example for NSDL: MYEPWD <SPACE> IN12345612345678

      Example for CDSL: MYEPWD <SPACE> 1402345612345678

   ii. If e-mail address or mobile number of the member is registered against DP ID Client ID, then on the home page of https://evoting.kfintech.com/, the member may click "Forgot Password" and enter DP ID Client ID and PAN to generate a password.

vi. In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFIN Website) or contact Ms Swati Reddy, Manager (Unit: Chemplast Sanmar Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032) at evoting@kfintech.com or call KFIN's toll free No. 1800-309-4001 for any further clarifications.

vii. The results of the electronic voting shall be declared to the Stock Exchanges not later than two working days from the conclusion of the meeting. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.

NOTICE (Contd.)

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

Item No.3

The Board of Directors at its meeting held on May 25, 2026, on the recommendation of Nomination and Remuneration Committee, approved the appointment of Mr V S Radhakrishnan (DIN: 08064705) as Non-Executive and Non-Independent Director of the Company with immediate effect, subject to the approval of members of the Company, in the casual vacancy caused by the resignation of Mr Sumit Maheshwari (DIN: 06920646), Non-Executive and Non-Independent Director of the Company.

Mr V S Radhakrishnan, 63 years, is a post graduate in Commerce and holds an MBA from Madras University. He is also a Certified Associate of Indian Institute of Bankers. He has completed Executive Education of "Effective Execution of Organisational Strategy" from The Wharton School, Pennsylvania and "Authentic Leader Development" from Harvard Business School, Boston, USA. He has over 30 years of experience in State Bank of India ("SBI") across commercial/wholesale, retail banking, treasury, trade finance, rural credit and international banking. He retired as Deputy Managing Director of Commercial Clients group of SBI in January 2023. He was a Nominee Director of SBI on the Board of Yes Bank from August 2020 to July 2022. He served as an advisor to the wholesale banking operations of Yes Bank during February 2023 to January 2024. He also served as Independent Director on the Boards of Tata Capital Ltd., Tata Capital Financial Services Ltd and Manappuram Home Finance Ltd and as Senior Advisor in Adani group during August 2024 to March 2025.

Currently, Mr V S Radhakrishnan is on the Board of Tube Investments of India Limited (Listed on Stock Exchanges i.e., National Stock Exchange of India Limited and BSE Limited) and also on the Board of other few public and private Companies.

The Company has received all statutory disclosures / declarations, including, Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any other such authority and a notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Pursuant to the provisions of Section 152, 160, 161 and other applicable provisions of the Companies Act, 2013 approval of members of the Company is required for the appointment Mr V S Radhakrishnan as Non-Executive and Non-Independent Director, liable to retire by rotation in the casual vacancy caused by the resignation of Mr Sumit Maheshwari.

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

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members of the Company.

Details of Mr V S Radhakrishnan pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is enclosed.

Interest of Directors

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

Inspection of Documents

Notice of Candidature under Section 160 of the Companies Act, 2013 received from a member shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company up to the date of Annual General Meeting of the Company.

Item No. 4

The Board of Directors on the recommendation of Audit Committee have appointed N Sivashankaran & Co, Cost Accountants, Chennai as Cost Auditor of the Company for the financial year 2026-27.

Pursuant to Sections 142 and 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company are required to ratify the payment of remuneration of Rs 5,75,000/- (Rupees Five Lakhs and Seventy Five thousand Only) apart from reimbursement of out of pocket expenses and applicable taxes, to the Cost Auditor as considered and approved by the Board of Directors at its meeting held on May 25, 2026 for the Financial Year 2026-27.

The Board recommends the resolution set forth in Item No. 4 for the ratification of the Members of the Company.

Interest of Directors

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

Inspection of Documents

The consent letter dated May 04, 2026 received from N Sivashankaran & Co is available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company up to the date of Annual General Meeting of the Company.

Item No. 5

The Members of the Company had, at the Annual General Meeting held on August 08, 2024 approved payment of (i) Commission at the rate not exceeding 1% (one per cent) of the net profits of the Company or (ii) Remuneration in the event of loss or inadequacy of profits in any financial year, in accordance with Schedule V to the Act. This payment, every year, was further subject to a maximum of ₹ 1,00,00,000/- (Rupees One Crore only), in aggregate, to all the Independent Directors put together, for a period of 3 (three) financial years commencing from and effective from the financial year 2023-24. The resolutions are valid for the aforesaid payment of Commission/ Remuneration upto the financial year 2025-26.

The Company's Independent Directors are experienced professionals with high level of expertise and have rich and relevant experience in functional areas including Business strategy and development, Corporate Governance, Financial, Commercial and General management. Independent Directors have been making invaluable contributions towards the Company's business plan, strategy, growth, monitoring of risk management and compliances and in the process, commit greater time, attention and provide higher level of oversight.

As per the provisions of section 149 (9) of the Companies Act, 2013 read with Schedule V thereto ("Act"), in the event of loss or inadequate profits in any financial year, the Company may pay remuneration to Independent Directors based on its effective capital as defined under the Act.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 25, 2026, approved and recommended to the members, the payment of higher of the Commission or Remuneration to Independent Directors as set out in resolution under item No. 5 of the Notice.

The abovementioned Commission or Remuneration will be paid to and distributed amongst all the Independent Directors of the Company in such quantum, manner and proportion as may be recommended by the Nomination and Remuneration Committee to the Board of Directors and approved by the Board of Directors of the Company, within the limits as set out in the resolution.

The other Non-Executive Non- Independent Directors of the Company are not entitled for any such Commission or Remuneration.

Regulation 17 (6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees or compensation, if any, other than sitting fees, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in General meeting. Accordingly, the Board recommends the resolution set forth in Item No.5 for the approval of the members of the Company.

Interest of Directors

All the Independent Directors along with their relatives, are deemed to be concerned or interested, financially or otherwise, in this resolution to the extent of Commission / Remuneration that may be payable to them. None of the other Directors, Key Managerial Personnel or their relatives is interested in the resolution.

STATEMENT IN TERMS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

1. **Nature of Industry:**

   The Company is a leading Speciality chemicals manufacturer in India with focus on Speciality Paste PVC resin and custom manufacturing of starting materials and intermediates for pharmaceutical, agrochemical and fine chemicals sectors. It is the largest manufacturer of Speciality Paste PVC resin in India. In addition, the Company is also the fourth largest manufacturer of Caustic Soda and the largest manufacturer of Hydrogen Peroxide in South India and the oldest manufacturer of Chloromethanes in India. The Company's wholly owned subsidiary Chemplast Cuddalore Vinyls Limited is engaged in the manufacture and sale of Suspension PVC.

2. **Date or expected date of commencement of commercial production:**

   The Company/ its predecessors have been in business for over 55 years.

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, as the Company is an existing Company.

NOTICE (Contd.)

4. **Financial performance based on given indicators:**

(Rs in Crores)

Particulars	31.03.2026	31.03.2025	31.03.2024
Revenue	2169.98	2387.61	1655.58
Profit/ (loss) before Tax	(1038.55)	(111.9)	(156.17)
Profit (loss) after tax	(1003.39)	(65.57)	(103.87)
Paid up share capital	79.06	79.06	79.06
Reserve and Surplus (Other equity)	3114.41	4117.62	3761.20

5. **Foreign investments or collaborations, if any:**

There is no direct foreign investment in the Company except to the extent of shares held by Foreign Portfolio Investors (FPI) acquired through secondary market.

II. INFORMATION ABOUT THE INDEPENDENT DIRECTORS

1. **Background details, Recognition or awards**

Mr Aditya Jain

Mr Aditya Jain (DIN: 00835144), 65 years has been associated as Independent Director of the Company since April 2021. He holds a Bachelors' degree in mechanical engineering from Birla Institute of Technology, Ranchi University and Masters' degree in business administration from Henley - The Management College, Brunel University. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He is the Chairman and editorial director of International Market Assessment India Private Limited, an economic and business research Company, established in 1994. His expertise includes Finance, Business Strategy & Development, General Management, Human Resources, Economic Affairs and Corporate Governance. He is also an Independent Director of a listed entity i.e., Samhi Hotels Limited.

Mr Sanjay Vijay Bhandarkar

Mr Sanjay Vijay Bhandarkar (DIN: 01260274), 58 years has been associated as Independent Director of the Company since April 2021. He holds a Bachelors' degree in commerce from University of Poona and has completed postgraduate diploma in management from XLRI Jamshedpur. He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He is on the Board of various Companies including Tata Consultancy Services Limited, The Tata Power Company Limited and HDFC Asset Management Company Limited. He has several years of experience in the corporate finance, advisory and investment banking sectors. His expertise includes Finance including audit and taxation, Business Strategy & Development and Corporate Governance.

Mr Vikram Taranath Hosangady

Mr Vikram Taranath Hosangady (DIN: 09757469) 52 years, holds membership in Institute of Chartered Accountants of India and Institute of Cost and Management Accountants of India and has a commerce degree from Loyola College, Chennai. He has been a seasoned business leader and finance professional with over 25 years of experience in being a strategic partner to global PEs and corporations in their value creation journey. He is an accomplished deal maker and trusted partner who has led over 200 marquee domestic and cross border transactions for PEs and strategic corporates. His expertise includes Finance, Commercial acumen, Business strategy, Economic Affairs, General Management & Human resources and Corporate Governance.

He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He is also on the Board of Directors of MRF Limited, Bajaj Electricals Limited, Indef Manufacturing Limited and Rane (Madras) Limited

Mr Vikram Taranath Hosangady worked with KPMG in various positions from 2005 to 2022. He last held the position of head of clients and markets and Member of the India Leadership Team from 2021 to 2022. Prior to KPMG, he worked with EY in Deal Advisory wing from 2002 to 2004 and Arthur Anderson's Audit wing from 1996 to 2001.

Mr Prasad Raghava Menon

Mr Prasad Raghava Menon (DIN: 00005078), 80 years has been associated as Independent Director of the Company since April 2021. He holds a bachelors' degree from Indian Institute of Technology, Kharagpur.

He is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. He has several years of experience in the chemical and power sector. Previously, he was the Managing Director of TATA Power Company Limited and TATA Chemicals Limited. He has also received a certificate of appreciation from Indian Institute of Technology, Kharagpur for his contribution to the founding batch endowment of Indian Institute of Technology, Kharagpur. His expertise includes Business Strategy & Development and Finance including taxation, General Management, Human Resources and Corporate Governance. He is also holding Independent Directorship in listed entities i.e., Neuland Laboratories Ltd and Data Patterns (India) Limited.

Dr (Mrs) Lakshmi Vijayakumar

Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998), 71 years has been associated as Independent Director of the Company since April 2021. She holds a Bachelors' degree in medicine, Bachelor of surgery from the Madras University and a post graduate diploma in psychological medicine from Thanjavur Medical College, University of Madras. She holds a Degree of Doctor of philosophy (psychiatry of suicide) from the Tamil Nadu Dr. M.G.R. Medical University, Chennai. She is registered as a medical practitioner with the Tamil Nadu Medical Council. She has been conferred the Honorary Fellowship of the Royal College of Psychiatrists and of the Collegium Regium Medicorum Edinburgense. She is registered with the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs. She has several years of experience in the medical sector. She is the founder of SNEHA, an NGO in Chennai and is an honorary associate professor in the University of Melbourne. Dr (Mrs) Lakshmi Vijayakumar is a recipient of Ringel Service award by International Association for suicide prevention – IASP and she has received numerous awards in India such as For The Sake Of Honour, Bharathi Virudu, Women Doctor of the year, JLF women's award, Excellence in Health Care award from the HINDU, World of women 2023 etc. Her expertise includes General Management, Human Resources and Corporate Governance.

Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Mr Prasad Raghava Menon and Dr (Mrs) Lakshmi Vijayakumar were appointed as Independent Directors of the Company for a second term of 5 (five) years with effect from April 26, 2026, as approved by the shareholders of the Company.

2. **Past remuneration/Commission paid to the Independent Directors:**

Year	Payment of Commission to Independent Directors (Rs in Lakhs)			
	Mr Aditya Jain	Mr Sanjay Vijay Bhandarkar	Mr Prasad Raghava Menon	Dr (Mrs) Lakshmi Vijayakumar
2021-22	10.00	10.00	10.00	10.00
2022-23	8.00	8.00	8.00	8.00
2023-24	8.00	8.00	8.00	8.00
2024-25	8.00	8.00	8.00	8.00

Mr Vikram Taranath Hosangady was designated/appointed as Non- Executive and Independent Director of the Company with effect from May 13, 2025. Hence, he is eligible to receive Commission/Remuneration effective from the Financial year 2025-26.

3. **Job profile and their suitability**

The Company's Independent Directors are experienced professionals with high level of expertise and have rich and relevant experience in functional areas including Business strategy and development, Corporate Governance, financial, commercial and General management. Independent Directors have been making invaluable contributions towards the Company's business plan, strategy, growth, monitoring of risk management and compliances and in the process, commit greater time, attention and provide higher level of oversight.

4. **Remuneration proposed:**

For a period of three (3) years commencing from and effective from the Financial Year 2026-27, it is proposed to pay higher of (i) Commission at the rate not exceeding 1% (one percent) of the net profits of the Company in a financial year

NOTICE (Contd.)

or (ii) Remuneration in the event of loss or inadequacy of profits in any financial year in accordance with Schedule V to the Act, subject to a maximum of ₹ 1,00,00,000 (Rupees One Crore only), every year, in aggregate to all the Independent Directors (apart from sitting fees and expenses incurred for attending the meetings of the Board and / or the Committee(s) thereof for a period of three (3) years from 2026-27 to 2028-29 and that such Commission or Remuneration be paid to and distributed amongst all the Independent Directors of the Company in such quantum, manner and proportion as may be recommended by the Nomination and Remuneration Committee to the Board of Directors and approved by the Board of Directors of the Company within the limits as set out in the resolution.

5. **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person:**

   The Commission or Remuneration proposed to be paid to Independent Directors is not out of tune with the remuneration in similar sized industries in same segment of business.

6. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**:

   Other than the Commission/Remuneration stated above, the Independent Directors have no other pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel.

III. OTHER INFORMATION

1. **Reasons for loss or inadequate profits.**

   The loss incurred for the financial year ended March 31, 2026 was primarily due to a difficult and challenging market environment for the Company's products, in addition to the exceptional items as stated in the Directors' Report, during the year under review. The absence of adequate government intervention to curb excessive dumping of PVC into India had a significant adverse impact on the Company's profitability.

2. **Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms**

   In preparation for future growth, the Company remains focused on enhancing competitiveness, scaling operations, and broadening its product portfolio across key segments. Investments have been directed towards expanding capacity in specialty businesses, particularly in the CMC segment and Refrigerant Gas (R32).

   Incremental volumes from newly commissioned capacities are expected to contribute meaningfully to the Company's overall performance.

   Additionally, the Board has constituted a committee comprising three Independent Directors to examine the Company's strategic priorities with a view to enhancing long-term value creation for stakeholders. The committee will evaluate potential reorganisation and M&A opportunities and will present its findings to the Board for review and appropriate decision-making.

NOTICE (Contd.)

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARD ON GENERAL MEETINGS.

Item No. 2

Re- Appointment - Mr Vijay Sankar

Name	Vijay Sankar
DIN	00007875
Date of Birth	26-12-1972
Age	53 Years
Qualifications	Chartered Accountant Master's in Business Administration from the J L Kellogg Graduate School of Management, Northwestern University
Date of appointment/ Re-appointment by the shareholders	Appointment: August 02, 2021 Reappointment: August 08, 2024
Date of first appointment on the Board	April 26, 2021
Expertise in specific functional areas	Leadership, Business Strategy & Development, Commercial acumen, Finance, Economics and Global Business, Corporate Governance and General Management and Human Resources
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Appointment as Non-executive and Non-Independent Director liable to retire by rotation. No remuneration is proposed to be paid to him and no remuneration was paid earlier during his appointment
Directorship held in other Boards	1. Larsen & Toubro Limited (w.e.f May 27, 2026) @ 2. Transport Corporation of India Ltd 3. TVS Motor Company Limited 4. Kaveri Retreats and Resorts Ltd 5. Sanmar Consolidations Pvt. Ltd 6. SCL Consultancy and Trading Pvt. Ltd 7. Barbourne Trading Pvt. Ltd 8. NS Family Investments Pvt. Ltd 9. Stargate Enterprises Pvt. Ltd 10. VS Trading and Consultancy Pvt. Ltd 11. C Sankar Trading and Consultancy Pvt. Ltd 12. M Sankar Trading and Consultancy Pvt Ltd 13. SCL Research Pvt Ltd
Membership / Chairmanship of Committees in other Companies	Transport Corporation of India Ltd Audit Committee – Member TVS Motor Company Limited CSR Committee – Member Nomination and Remuneration Committee – Chairman Larsen & Toubro Limited (w.e.f May 27, 2026) @ Audit Committee – Member
Listed entities from which he has resigned in the past three years	Nil

NOTICE (Contd.)

Name	Vijay Sankar
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2025-26: 7 out of 7 Meetings

@ As per the Disclosure of interest dated May 15, 2026

Item No.3

Appointment – Mr V S Radhakrishnan

Name	Mr V S Radhakrishnan
DIN	08064705
Date of Birth	18-01-1963
Age	63 Years
Qualifications	Post Graduate in Commerce and Masters in Business Administration from Madras University
Date of appointment/ Re-appointment by the shareholders	Not Applicable
Date of first appointment on the Board	25-05-2026
Expertise in specific functional areas	Proficiency in Financial Management, Business Leadership, experience, appreciation of technology and assessing merger and acquisition decisions.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Appointment as Non-executive and Non-Independent Director. No remuneration/Sitting fee is proposed to be paid to him.
Directorship held in other Boards	1. Tube Investments of India Limited 2. Vedanta Iron and Steel Limited 3. Tenmark Capital Private Limited 4. Finqube Capital Private Limited
Membership / Chairmanship of Committees in other Companies	Tube Investments of India Limited Audit Committee - Chairman Risk Management Committee- Member Vedanta Iron and Steel Limited Audit Committee - Chairman Nomination and Remuneration Committee - Member
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director, Manager or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2026-27: 1 out of 1 Meeting