

NOTICE

NOTICE is hereby given that the TWENTY-SIXTH ANNUAL GENERAL MEETING of the Members of SUMITOMO CHEMICAL INDIA LIMITED will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on **Monday, the 27 July 2026 at 02:30 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31 March 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of **Dr Suresh Ramachandran** (DIN: 03110244), who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. To reappoint **Mr N Sivaraman** as an Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**"), Mr N Sivaraman (DIN: 00001747), who was appointed as an Independent Director of the Company by the members with effect from 01 September 2024 for a period of 2 (two) consecutive years and whose first term as Independent Director expires on 31 August 2026, and who is eligible for reappointment as Independent Director as per the provisions of the Act and Rules framed thereunder and LODR and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company for the second term to hold office for 3 (three) consecutive years for a period from 01 September 2026 up to 31 August 2029.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts and take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

5. To appoint **Mr Anand Mohan Tiwari** as an Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with Schedule IV to the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**"), Mr Anand Mohan Tiwari (DIN: 02986260), who is eligible for appointment as Independent Director as per the provisions of the Act and Rules framed thereunder and LODR and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 2 (two) consecutive years effective from 31 August 2026 up to 30 August 2028.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts and take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

6. To appoint **Mr Chetan Shah** as Non-Executive Non-Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 152 read with all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the members hereby accord their approval to appoint Mr Chetan Shah (DIN: 00488127), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director as a Non-Executive Non-Independent Director of the Company with effect from 01 September 2026, who shall be liable to retire by rotation."

7. To promote **Dr Suresh Ramachandran**, Deputy Managing Director, to the position of Managing Director and in this regard to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the resolution passed by the Board of Directors of the Company ("**Board**") and subject to all such consents, sanctions, approvals and permissions as may be required and further subject to such conditions and modifications as may be imposed or prescribed by any authority while granting such consents, sanctions, approvals and permissions, and as are agreed to by the Board, which term shall, unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf, the members, in partial modification of their earlier special resolutions passed at the annual general meeting held on 28 July 2023 to approve appointment of Dr Suresh Ramachandran as Whole-time Director for the period from 01 June 2023 up to 31 May 2028, and at the annual general meeting held on 30 July 2024 to promote Dr Suresh Ramachandran to the position of Deputy Managing Director of the Company with effect from 01 September 2024 for the remainder period of his existing tenure i.e. up to 31 May 2028, hereby accord their approval to promote Dr Suresh Ramachandran (DIN: 03110244) to the position of Managing Director of the Company with effect from 01 September 2026 for the remainder period of his existing tenure i.e. up to 31 May 2028, who shall not be liable to retire by rotation, on the terms and conditions including as to remuneration as set out in the second supplement to Contract ("**Contract**") to be executed between the Company and Dr Suresh Ramachandran, a draft whereof is duly initialed for the purpose of identification and which Contract is hereby specifically sanctioned and approved, with liberty to the Board to alter and vary terms and conditions of the compensation, but so as not to exceed the aggregate compensation as set out in the Contract.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts and take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

8. To approve payment of advisory fees, commission and sitting fees to **Mr Chetan Shah**, Non-Executive Non-Independent Director, and in this regard to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT, pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR**") and the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 91 of the Articles of Association of the Company, approval be and is hereby accorded to the payment not exceeding ₹ 30 million (Rupees thirty million) by way of advisory fees, non-executive director's commission and sitting fees, plus applicable taxes and duties and reimbursement of actual out-of-pocket expenses incurred for functioning as director and advisor, for the period from 01 September 2026 up to 31 August 2027 to Mr Chetan Shah (DIN: 00488127), Non-Executive Non-Independent Director, notwithstanding that such remuneration may exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company in the financial years 2026-27 and 2027-28."

9. To approve **transactions** entered into/proposed to be entered into with **Sumitomo Chemical Company, Limited**, a related party, during the Financial Year 2026-27 and in this regard to consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, approval of the members of the Company be and is hereby accorded pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to all the material related party transactions entered into/proposed to be entered into ("**the transactions**") and material modifications, if any, thereto between the Company and Sumitomo Chemical Company, Limited, Japan, the Holding Company and a related party of the Company, during the financial year 2026-27, for purchase, sale and supply of goods (including raw materials, intermediates, finished products), for providing and availing services and other transactions break-up whereof aggregating ₹ 16,235 million (Rupees Sixteen Thousand Two Hundred and Thirty Five million) as stated in the statement pursuant to section 102 of the Companies Act, 2013 annexed hereto, plus applicable taxes and duties, in the ordinary course of business and on arm's length basis.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

10. To ratify the remuneration of the **Cost Auditors** and in this regard 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the remuneration of ₹ 550,000 (Rupees five hundred fifty thousand) plus applicable

taxes and duties and reimbursement of actual out-of-pocket expenses fixed by the Board of Directors of the Company payable to Messrs GMVP & Associates LLP, Cost Accountants (Registration Number: 000910), in respect of the cost audit for the financial year 2026-27, be and is hereby approved and ratified.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to do all such acts and take all such steps, as it may, in its absolute discretion, deem necessary, proper, expedient or desirable for the purpose of giving effect to this resolution, and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to this resolution."

By Order of the Board of Directors
For **Sumitomo Chemical India Limited**

DEEPIKA TRIVEDI
Company Secretary & Compliance Officer

Registered Office:

Building No.1, Ground Floor, Shant Manor Co-op. Housing Society Ltd.

Chakravarti Ashok 'X' Road, Kandivli (East),

Mumbai – 400 101.

Mumbai, 26 May 2026

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its General Circular No. 14/2020 dated 08 April 2020, General Circular No. 17/2020 dated 13 April 2020, General Circular No. 20/2020 dated 05 May 2020, General Circular No. 02/2021 dated 13 January 2021, General Circular No. 19/2021 dated 08 December 2021, General Circular No. 21/2021 dated 14 December 2021, General Circular No. 02/2022 dated 05 May 2022, Circular No. 10/2022 dated 28 December 2022, General Circular No. 09/2023 dated 25 September 2023, General Circular No. 09/2024 dated 19 September 2024 and General Circular No. 03/2025 dated 22 September 2025 (hereinafter collectively referred to as "**MCA Circulars**"), permitted holding of annual general meetings ("**AGM**") through VC or OAVM without the physical presence of members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the annual general meeting of the members of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the annual general meeting 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 annual general meeting is being held pursuant to the **MCA Circulars** through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members will not be available for the annual general meeting and hence Proxy Form and Attendance Slip are not annexed to the Notice.
3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of their Board Resolution or governing body Resolution/Authorisation etc., authorising their representative to attend the annual general meeting through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through their registered email address to scrutinizer@sarafandassociates.com with copies marked to the Company at investor.relations@sumichem.co.in and to its RTA at instameet@in.mpms.mufg.com.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available on the Company's website for inspection by members during the annual general meeting. All documents referred to in the Notice, if any, will also be available on the Company's website for inspection by members from the date of circulation of the Notice up to the date of the annual general meeting.
5. **Registration of email ID and Bank Account details:**
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agents ("RTA") / Depositories, log in details for e-voting are being sent to the registered email address.

For Shares held in physical Form:

- (i) For Email Registration: Kindly log in to the website of the RTA, in.mpms.mufg.com under Investor Services > Email Registration – fill in the details and upload the required documents and submit.
- (ii) For updating Bank Details: Kindly contact the RTA and get Bank Details registered by following the process prescribed by RTA.

For Shares held in Demat mode:

The shareholder may contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

6. In compliance with the aforementioned MCA Circulars and Regulation 36(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the annual general meeting along with the Annual Report for the financial year 2025-26 is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories unless any member has requested for a hard copy of the same. Members may note that the Notice of annual general meeting and Annual Report for the financial year 2025-26 will also be available on the Company’s website <https://www.sumichem.co.in> and the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited. For members, who have not registered their email addresses, information about the web-link, including exact path, where complete details of the Annual Report is available, is being provided through letters. Hard copy of the Annual Report will be made available to those shareholders who request for the same.

Members can attend and participate in the annual general meeting through VC/OAVM facility only.

7. Members attending the meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out details relating to the special businesses under Items No. 4 to 9 is annexed hereto.
9. The Company has fixed **Friday, the 17 July 2026** as the ‘**Record Date**’ for determining members entitled to receive dividend for the financial year 2025-26. Payment of dividend is subject to approval by the members in the annual general meeting.

10. **Payment of Dividend:**

Payment of dividend as recommended by the Board of Directors, if declared at the meeting, will be made on or after **Monday, the 03 August 2026** to the Members whose names stand on the Company’s Register of Members and to the Beneficial Owner(s) as per the Beneficiary List provided by the National Securities and Depository Limited and Central Depository Services (India) Limited at the close of business hours on **Friday, the 17 July 2026 (Record Date)**.

11. Payment of Dividend is subject to deduction of income-tax at source in accordance with the provisions of Income Tax Act, 2025 and rules made thereunder.

The members are requested to update their PAN details with the Company’s Registrars & Transfer Agents (in case of shares held in physical mode) and depository participants (in case of shares held in demat mode).

No tax will be deducted on dividend payable to a resident individual shareholder if the amount of dividend received during a particular financial year does not exceed ₹ 10,000. In case PAN is not registered, tax will be deducted at a higher rate of 20%.

A resident individual shareholder with PAN can submit declaration in Form 121 to avail the benefit of non-deduction of income tax at source to the Company’s R&T Agents latest by **Friday, the 17 July 2026 (up to 06:00 PM)** through their URL as under:

<https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html>

As per the provisions of the Income tax Act, 2025, a non-resident shareholder may have an option to be governed by the provisions of the Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to him / her / it. The non-resident shareholder can avail beneficial rate(s) by furnishing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the DTAA benefits by updating details at the above URL not later than **Friday, the 17 July 2026 (up to 06:00 PM)** in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax.

On the said link, the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID

3. PAN
 4. Financial year (Dropdown)
 5. Form selection
 6. Document attachment – 1 (PAN)
 7. Document attachment – 2 (Forms)
 8. Document attachment – 3 (Any other supporting document)
12. Payment of dividend will be made electronically by crediting the amount to the Bank Accounts of the shareholders wherever relevant information is made available to the Company. Members holding shares in physical form, who have not furnished the requisite information, should furnish the information to M/s MUFG Intime India Private Limited, the Registrars and Transfer Agents (RTA). Members holding shares in electronic form should furnish their bank information to their Depository Participants (DPs) in order to receive dividend electronically.
 13. Members holding shares in electronic form are requested to notify change in their addresses to their DPs. Members holding shares in physical form are requested to notify change in their addresses to the RTA.
 14. The amounts of dividend remaining unclaimed for a period of seven years are to be transferred to the Investor Education and Protection Fund.

Details of dividend declared by the Company and remaining unclaimed are given below:

Date of Declaration	Dividend for the year	Dividend ₹ per Share	Due date for transfer to the Investor Education and Protection Fund
01.08.2019	2018-19 (Interim)	0.22	07.09.2026
27.12.2019	2018-19 (Final)	0.20	02.02.2027
10.09.2020	2019-20	0.55	17.10.2027
30.07.2021	2020-21	0.80	05.09.2028
29.07.2022	2021-22	1.00	04.09.2029
28.07.2023	2022-23	1.20	03.09.2030
01.02.2024	2023-24 (Interim)	5.00	09.03.2031
30.07.2024	2023-24 (Final)	0.90	05.09.2031
04.08.2025	2024-25	1.20	10.09.2032

Details of dividend declared by Excel Crop Care Limited (which amalgamated with the Company) and remaining unclaimed are given below:

Date of Declaration	Dividend for the year	Dividend ₹ per Share	Due date for transfer to the Investor Education and Protection Fund
29.05.2019	2018-19 (Interim)	6.25	05.07.2026

Members who have not encashed their dividend warrants for the above dividend are requested to write to the RTA for claiming the dividend before the due dates mentioned above.

15. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and the rules made thereunder, the shares, in respect of which dividend has not been paid or claimed for seven consecutive years or more, are liable to be transferred to Investor Education and Protection Fund.
16. Since the annual general meeting is to be held through VC / OAVM, the route map for the venue of the meeting is not provided.
17. **Remote e-voting through electronic means:**

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 Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the annual general meeting. The instructions for e-voting are given below.

Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL:	<p>METHOD 1 – NSDL OTP based login</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on your registered email ID/ mobile number and click on login. 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. 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. <p>METHOD 2 – If registered with NSDL IDeAS facility</p> <p>Shareholders who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". Enter IDeAS User ID, Password, Verification code & click on "Log-in". 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. 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. <p>OR</p> <p>Shareholders who have not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 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 Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit". Enter the last 4 digits of your bank account/generated 'OTP'. Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d). <p>METHOD 3 – Individual Shareholders directly visiting the e-voting website of NSDL</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com Click on the "Login" tab available under 'Shareholder/Member' section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen & click on "Login". 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. 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.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL:</p>	<p>METHOD 1 – CDSL e–voting page</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com Go to e–voting tab. Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account. 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. <p>METHOD 2 – Individual Shareholders registered with CDSL Easi/ Easiest facility</p> <p>Shareholders who have registered/ opted for CDSL Easi/Easiest facility:</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)” Enter existing username, Password and click on “Login”. Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., 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. <p>OR</p> <p>Shareholders who have not registered for CDSL Easi/ Easiest facility:</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration OR https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration Proceed with updating the required fields for registration. After successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).
<p>Individual Shareholders holding securities in demat mode with Depository Participant:</p>	<p>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.</p> <ol style="list-style-type: none"> Login to DP website. After Successful login, user shall navigate through “e-voting” option. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders who have registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- b) Enter details as under:
 - A. User ID: Enter your User ID
 - B. Password: Enter existing Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click "Submit"

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

Shareholders who have not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> and click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details as under:
 - A. User ID:** Enter Your User ID
 - B. 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.)
 - C. DOB/DOI:**
Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. 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
 - E. 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).
 - F. Enter Image Verification (CAPTCHA) Code.**
 - G. 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](mailto:enotices@in.mpms.mufg.com) 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:
 - A. 'Investor ID' -
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. '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.**" for which you want to cast vote.

- 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).

OR

METHOD 2 – VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "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](mailto:registered_email_address) with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at [registered email address](mailto: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 a 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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 have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: instavote.linkintime.co.in

- o Click on "**Login**" under 'SHARE HOLDER' tab
- o Click "**forgot password?**"
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- o 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>

- o Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- o Further Click on "forgot password?"
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- o 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, Bank Account Number (last four digits) 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.

- 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".

18. Instructions for shareholders/members to attend the annual general meeting through InstaMeet:

Shareholders/members are entitled to attend the annual general meeting through VC/OAVM facility provided by MUFG Intime India Private Limited by following the below mentioned process. Facility for joining the annual general meeting through VC/OAVM shall open 30 (thirty) minutes before the time scheduled for the annual general meeting and will be available to the members on first come first serve basis.

Shareholders/members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will close on expiry of 30 (thirty) minutes from the scheduled time of the annual general meeting. Shareholders/members with over 2% shareholding, promoters, institutional investors, directors, KMPs, chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 30 (thirty) minutes prior to the scheduled time of the meeting and the window for joining shall be kept open till the expiry of 30 (thirty) minutes after the scheduled time. Participation is restricted up to 1000 members.

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

Shareholders/ members will be provided with InstaMeet facility wherein shareholders/ members shall register their details and attend the annual general meeting as under:

Login method for shareholders to attend the Annual General Meeting through InstaMeet:

- a) Visit URL: instameet.in.mpms.mufg.com & click on "Login".
- b) Select the "Company Name" and register with your following details:

A. Demat Account No. or Folio No:

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

B. 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 by MUFG Intime, if applicable).

C. 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.

D. 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.

c) Click "Go to Meeting"

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

Instructions for shareholders to Speak at the Annual General Meeting through InstaMeet:

- a) Shareholders who would like to speak at the meeting must register their request with the company by sending their request mentioning Name, Demat Account Number/ Folio Number, email ID, Mobile Number to investor.relations@sumichem.co.in on or before **Monday, the 20 July 2026 (05:00 P.M.)**.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholders who have not registered as "Speaker Shareholder" may still ask questions via active chat-board during the meeting.

Note:

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 Annual 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:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
- b) 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.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) 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'.
- f) 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.

Notes:

Shareholders/ Members, who are present in the Annual 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.

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

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

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

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.muvg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

19. The remote e-voting period begins on **Thursday, the 23 July 2026 (09:00 A.M.)** and ends on **Sunday, the 26 July 2026 (05:00 P.M.)**. During this period, members holding shares either in physical form or in dematerialised form as on the cut-off date, which shall be the close of business hours on **Monday, the 20 July 2026**, may cast their votes electronically. At the end of the remote e-voting period, the said facility shall be blocked and the e-voting module shall be disabled thereafter.

A person, who receives this notice and who is not a member as on the cut-off date, should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes a member of the Company after despatch of the Notice and who holds shares as of the cut-off date, may obtain the login ID and password by sending a request to instameet@in.mpms.muvg.com. However, if he/she is already registered with MUFG Intime India Private Limited for remote e-voting then he/she can use the existing User ID and password for casting vote.

20. The Board has appointed Mr Kamalax G Saraf, and failing him, Mr Mandar K Saraf, partners of M/s M K Saraf & Associates LLP, Practising Company Secretaries, as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall make a Consolidated Scrutinizer's Report to the Chairman / a person authorised by him in respect of the votes cast in the meeting. The results declared along with the Scrutinizer's Report will be placed on the Company's website www.sumichem.co.in and on the website of RTA at in.mpms.muvg.com and the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited.

By Order of the Board of Directors
For **Sumitomo Chemical India Limited**

DEEPIKA TRIVEDI
Company Secretary & Compliance Officer

Registered Office:

Building No.1, Ground Floor, Shant Manor Co-op. Housing Society Ltd.,
Chakravarti Ashok 'X' Road, Kandivli (East),
Mumbai – 400 101.

Mumbai, 26 May 2026

STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

At the twenty-fourth annual general meeting the members of the Company approved appointment of Mr N Sivaraman (DIN: 00001747) as an Independent Director of the Company for a term of 2 (two) consecutive years commencing on 01 September 2024.

Mr N Sivaraman's first term as Independent Director comes to an end on 31 August 2026. He is eligible to be reappointed as Independent Director for the second term subject to the approval by the members through a special resolution.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr N Sivaraman for the office of Independent Director of the Company.

The Company has received from Mr N Sivaraman consent in writing to act as a Director, an intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr N Sivaraman is qualified Chartered Accountant with close to 42 years of experience as finance and accounts professional and business and organizational leader. Mr N Sivaraman has qualifications, knowledge and experience in the areas of finance and accounting. He had over 34 years of successful career with Larsen & Toubro Group which included holding position of President and Whole-time Director of L&T Finance Holdings Limited and board membership of L&T Infrastructure Finance Limited where he played pivotal role. Subsequently, he held the position of Managing Director and Group CEO at ICRA Limited and COO of IL&FS Limited. In his career spanning over 42 years, Mr Sivaraman has played role of successful business leader and organization transformer and has handled mergers and acquisition and industrial relations as well. He is on the boards of directors in several companies.

The Nomination and Remuneration Committee of the Company has recommended the reappointment of Mr N Sivaraman as Independent Director for the second term to hold office for 3 (three) consecutive years for a period from 01 September 2026 up to 31 August 2029.

In the opinion of the Board of Directors, Mr N Sivaraman is a person of integrity, possesses relevant expertise and experience, fulfills the conditions specified for appointment in the Companies Act, 2013, including in Schedule IV thereto, and the Companies (Appointment & Qualification of Directors) Rules, 2014 and is independent of the management of the Company. In the opinion of the Board, Mr N Sivaraman's contribution to Board and Audit Committee deliberations, expertise and experience and knowledge in the areas of finance, accounting, internal controls and enterprise and business risks and business planning and strategies justifies the recommendation for his reappointment as Independent Director. The Nomination and Remuneration Committee and the Board of Directors also considered reports of the annual performance evaluation of Mr N Sivaraman, which included the following criteria and factors, and in which the score of Mr N Sivaraman was good:

- integrity and level of independence; professional qualifications, experience, expertise, knowledge, skill and competence in his areas of specialization
- understanding and having knowledge about the Company and its business segments and willingness to devote time and efforts to understand the same as also emerging industry trends and developments, market conditions, major business risks and regulatory framework involved
- preparedness for deliberations at Board / Audit Committee meetings and willingness to devote efforts and time for the meetings and his ability to bring his knowledge and experience to bear on the Company's corporate strategies and risk management
- quality of contribution to Board / Committee deliberations; judgmental abilities; ability to express his opinion freely in deliberations at meetings
- communication skills; ability to take views of others on the board; ability to function as an effective team-member and maintain an effective relationship with fellow Board members and the senior management team members

The Board considers that the reappointment of Mr N Sivaraman as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends his reappointment as Independent Director of the Company for 3 (three) consecutive years for a period from 01 September 2026 up to 31 August 2029.

The Special Resolution at Item No. 4 seeks approval of the members for reappointment of Mr N Sivaraman as an Independent Director of the Company for a term of 3 (three) consecutive years up to 31 August 2029. He will not be liable to retire by rotation.

The Board recommends this resolution for reappointment of Mr N Sivaraman as Independent Director for the approval of the members.

Upon approval by the members of the reappointment of Mr N Sivaraman as an Independent Director, the re-appointment will be formalised by issue of a letter of appointment. A copy of the draft letter for appointment of Independent Directors setting out the terms and conditions is available for inspection by the members at the Company's Registered Office and Corporate Office on all working days (Monday to Friday) between 02:00 P.M. and 04:00 P.M. up to the date of the meeting. It is also accessible on the Company's website www.sumichem.co.in

Except Mr N Sivaraman, none of the directors, key managerial personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Following are the particulars of Mr N Sivaraman:

Name of the Director	Mr N Sivaraman
Date of Birth	12 April 1958
Date of Appointment	01 September 2024
Qualifications	B. Com; Chartered Accountant
Expertise in specific functional areas	A corporate and business leader and accomplished finance professional
Experience	Over 42 years
Other Indian companies in which directorship held	<ol style="list-style-type: none"> 1. Consolidated Construction Consortium Limited (Listed) 2. All Cargo Logistics Limited (Listed) 3. Srei Infrastructure Finance Limited 4. Srei Equipment Finance Limited 5. PGIM India Trustees Private Limited 6. Equirus Capital Private Limited 7. Athaang Infrastructure Private Limited 8. Athaang Infrastructure Investment Manager Private Limited
Other companies in which committee membership/ chairmanship held	<p>Member of Audit Committee:</p> <ol style="list-style-type: none"> 1. Consolidated Construction Consortium Limited (Chairman) 2. All Cargo Logistics Limited (Chairman) 3. SREI Infrastructure Finance Limited (Chairman) 4. PGIM India Trustees Private Limited <p>Member of Nomination and Remuneration Committee:</p> <ol style="list-style-type: none"> 1. Consolidated Construction Consortium Limited 2. Equirus Capital Private Limited 3. SREI Infrastructure Finance Limited 4. SREI Equipment Finance Limited <p>Member of Stakeholders Relationship Committee – Consolidated Construction Consortium Limited</p>
No. of shares held in the Company as on 31 March 2026	Nil
Relationship with other Directors and KMPs	None
Number of Board Meeting(s) attended during the year 2025-26	4
Remuneration drawn in 2025-26	₹ 3.32 million
Remuneration and other terms and conditions of appointment	<p>Remuneration: Entitled to receive sitting fees for attending meetings of the Board/Committees and commission as approved by the members and the Board of Directors.</p> <p>Other terms and conditions as specified in the draft letter of appointment referred to above.</p>

Mr N Sivaraman has not resigned as a director of any listed entity in the past 3 (three) years.

Item No.5

The Company has received a notice from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose the candidature of Mr Anand Mohan Tiwari (DIN: 02986260) for the office of Independent Director of the Company. The Nomination and Remuneration Committee of the Company has recommended appointment of Mr Anand Mohan Tiwari as Independent Director of the Company. Based on the same, the Board of Directors, at its Meeting held on 26 May 2026, has recommended to the members appointment of Mr Anand Mohan Tiwari as an Independent Director to hold office for 2 (two) consecutive years from 31 August 2026 up to 30 August 2028.

The Company has received from Mr Anand Mohan Tiwari consent in writing to act as a Director, an intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013 and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr Anand Mohan Tiwari is a seasoned professional with over three decades of distinguished service in the Indian Administrative Service, combining expertise in governance, industry, education, training and social development. His career spans leadership roles in energy, petrochemicals, fertilizers, and corporate social responsibility, including serving as Managing Director of major state enterprises engaged in chemical and fertilizer sectors. He worked as Managing Director of Gujarat Narmada Valley Fertilizer Company (GNFC), Gujarat Alkalies & Chemicals Limited (GACL) and Gujarat State Fertilizer & Chemicals Ltd. (GSFC). He has spearheaded large-scale livelihood, education, and skill development initiatives, strengthened tribal welfare institutions, and contributed to rural revitalization through innovative projects. With academic credentials in science and management, extensive international training, and board-level experience across diverse organizations, he brings a unique blend of policy insight, corporate leadership, and social sector innovation.

In the opinion of the Board of Directors, Mr Anand Mohan Tiwari is a person of integrity, possesses relevant expertise and experience, fulfills the conditions specified for appointment in the Companies Act, 2013, including in Schedule IV thereto, and the Companies (Appointment & Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is independent of the management of the Company.

The Board considers that the appointment of Mr Anand Mohan Tiwari as Independent Director would be of immense benefit to the Company. Accordingly, the Board recommends his appointment as Independent Director of the Company for 2 (two) consecutive years for a period from 31 August 2026 up to 30 August 2028.

The Special Resolution at Item No. 5 seeks approval of the members for appointment of Mr Anand Mohan Tiwari as an Independent Director of the Company for a term of 2 (two) consecutive years for a period from 31 August 2026 up to 30 August 2028. He will not be liable to retire by rotation.

Upon approval by the members of the appointment of Mr Anand Mohan Tiwari as an Independent Director, the appointment will be formalised by issue of a letter of appointment. A copy of the draft letter for appointment of Independent Directors setting out the terms and conditions is available for inspection by the members at the Company's Registered Office and Corporate Office on all working days (Monday to Friday) between 02:00 P.M. and 04:00 P.M. up to the date of the meeting. It is also accessible on the Company's website www.sumichem.co.in

None of the directors, key managerial personnel of the Company or their relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Following are the particulars of Mr Anand Mohan Tiwari:

Name of the Director	Mr Anand Mohan Tiwari
Date of Birth	03 June 1959
Date of Appointment	31 August 2026
Qualifications	M.Sc., MBA. He was also a member of Indian Administrative Service.
Expertise in specific functional areas	CSR, Governance and Strategy Development
Experience	Over 34 years
Other Indian companies in which directorship held	<ol style="list-style-type: none"> 1. Transpek Industry Limited (Listed) 2. Om Power Transmission Limited (Listed) 3. One Small Strategy Private Limited 4. Thirumalai Chemicals Intermediates Private Limited 5. Farm Gas Private Limited

Other companies in which committee membership/ chairmanship held	Member of Audit Committee: 1. Transpek Industry Limited 2. Om Power Transmission Limited Member of Nomination and Remuneration Committee: 1. Transpek Industry Limited (Chairman) 2. Om Power Transmission Limited Member of Stakeholders Relationship Committee: 1. Om Power Transmission Limited (Chairman) 2. Transpek Industry Limited
No. of shares held in the Company as on 31 March 2026	387 shares
Relationship with other Directors and KMPs	None
Number of Board Meeting(s) attended during the year 2025-26	Did not hold position of director in 2025-26
Remuneration drawn in 2025-26	None
Remuneration and other terms and conditions of appointment	Remuneration: Entitled to receive sitting fees for attending meetings of the Board/Committees and commission as approved by the members and the Board of Directors. Other terms and conditions as specified in the draft letter of appointment referred to above

Mr Anand Mohan Tiwari has not resigned as a director from IRM Energy Limited, a listed company on 24 October 2024.

Item No. 6

At the twenty-third annual general meeting, the members of the Company had approved reappointment of Mr Chetan Shah as Managing Director of the Company for a term of 3 (three) consecutive years commencing on 01 September 2023. Mr Chetan Shah's term as Managing Director comes to an end on 31 August 2026.

The Company has received a notice from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr Chetan Shah (DIN: 00488127) for the office of Non-Executive Non-Independent Director of the Company.

The Nomination and Remuneration Committee of the Company has recommended appointment of Mr Chetan Shah as Non-Executive Non-Independent Director of the Company. Based on the same, the Board of Directors, at its Meeting held on 26 May 2026 has recommended to the members appointment of Mr Chetan Shah as a Non-Executive Non-Independent Director with effect from 01 September 2026.

The Company has received from Mr Chetan Shah consent in writing to act as a Director and an intimation to the effect that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Mr Chetan Shah is an agrochemicals industry veteran. He has long association and familiarity with the Company and its business. Under Mr Chetan Shah's stewardship as Managing Director, the Company's business witnessed remarkable growth and the Company has benefited significantly from his expertise and experience.

In the opinion of the Board, Mr Chetan Shah's rich and diverse experience with the industry and the Company will be a valuable asset to the Company and would be of immense benefit if he continues on the Company's Board of Directors. The Board is of the opinion that, if appointed as a Director, Mr Chetan Shah would be able to contribute immensely towards the Company setting its strategic direction and growth plans and in areas of risk management and governance. The Board, therefore, recommends the ordinary resolution for appointment of Mr Chetan Shah as Non-Executive Non-Independent Director of the Company for approval of the members.

The Ordinary Resolution at Item No. 6 seeks approval and consent of the members for appointment of Mr Chetan Shah as Non-Executive Non-Independent Director of the Company with effect from 01 September 2026.

Except Mr Chetan Shah, none of the directors, key managerial personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Following are the particulars of Mr Chetan Shah:

Name of the Director	Mr Chetan Shah
Date of Birth	22 July 1954
Date of the first appointment on the Board	13 June 2010 (directorship held up to 06 October 2016)
Date of Appointment as Managing Director	01 September 2019
Proposed date of appointment as Non-Executive Non-Independent Director	01 September 2026
Qualifications	Bachelor of Commerce from Mumbai University and Master's degree in Business Administration from North Rope University, Los Angeles, U.S.A.
Expertise in specific functional areas	Management and operations of crop protection business
Experience	Over 50 years
Other Indian companies in which directorship held	Vulcan Products Private Limited
Other companies in which committee membership/ chairmanship held	None
No. of shares held in the Company as on 31 March 2026	None
Relationship with other Directors and KMPs	None
Number of Board Meetings attended during the year 2025-26	4
Remuneration drawn in 2025-26	₹ 98.05 million
Remuneration and other terms and conditions of appointment	Remuneration: Entitled to receive sitting fees for attending meetings of the Board/Committees and commission as approved by the members and the Board of Directors. The Board has approved payment of up to of ₹ 30 million to Mr Chetan Shah for advisory fees, non-executive director's commission and sitting fees for the period 01 September 2026 up to 31 August 2027. Accordingly, approval of members through a special resolution pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for FY 2026-27 and 2027-28 is being sought at the ensuing Annual General Meeting for payment up to ₹ 30 million for advisory fees, non-executive director's commission and sitting fees to Mr Chetan Shah.

Mr Chetan Shah has not resigned as a director of any listed entity in the past 3 (three) years.

Item No. 7

At the annual general meeting of the Company held on 28 July 2023, the members had passed a Special Resolution to accord approval for appointment of Dr Suresh Ramachandran as Whole-time Director of the Company for a period of five years with effect from 01 June 2023. Subsequently, at the annual general meeting held on 30 July 2024, the members passed a Special Resolution to accord approval for promotion of Dr Suresh Ramachandran to the position of Deputy Managing Director with effect from 01 September 2024 for the remainder period of his tenure up to 31 May 2028.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved, subject to the approval of the Company through a special resolution by the members and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, promotion of Dr Suresh Ramachandran to the position of Managing Director of the Company with effect from 01 September 2026 for the remainder period of his current tenure up to 31 May 2028 on the terms and conditions including remuneration as set out in the Second Supplement to Contract ("**Contract**") to be executed between the Company and Dr Suresh Ramachandran, subject to such other approvals as may be necessary.

The Contract contains, inter-alia, the following terms and conditions of his appointment:

I. Compensation:

1. Annual Gross Salary: ₹ 28,066,500 with effect from 01 September 2026 as per the break up given below and subject to the annual increment as may be approved by the Nomination and Remuneration Committee of Directors of the Company and the Board of the Company from time to time (up to a maximum limit of ₹ 40,000,000 including the annual increment).

Particulars	₹
Basic Salary	14,033,250
Contribution to Provident Fund	1,683,990
Flexible Allowance	12,349,260
Total	28,066,500

For the purpose of calculating the above annual gross salary, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Dr Suresh Ramachandran will not be eligible to any Superannuation Scheme benefits.

2. The annual performance bonus, not exceeding 40% of annual gross salary as may be determined by the Board pursuant to the recommendation of the Nomination and Remuneration Committee based on the results of the performance goals of the preceding fiscal year determined under the evaluation system which is in line with Sumitomo Chemical global performance evaluation standard and which will be calculated based on the following table:

Performance	Bonus (% of annual gross salary)
O-1 (more than 120% of target)	40%
E-2 (100-120% of target)	30%
G-3 (80-100% of target)	20%
U-4 (50-80% of target)	10%

3. If, in any financial year, the Company has no or inadequate profits as per the requirements of the Companies Act, 2013, the Company shall undertake reasonable efforts and follow process to obtain suitable approvals as may be required for payment of remuneration as stated hereinabove to Dr Suresh Ramachandran.

- II. Term: up to 31 May 2028. Dr Suresh Ramachandran will not be liable to retire by rotation.
- III. The annual increment of Dr Suresh Ramachandran will be decided by the Board of Directors on recommendation of Nomination and Remuneration Committee. The next annual increment will be due on 01 April 2027 and thereafter on 01 April 2028.
- IV. Dr Suresh Ramachandran shall devote his full time, ability, attention, energy, knowledge and skill solely for performance of his duties and responsibilities assigned/delegated to him as Managing Director by the Board of Directors.
- V. Dr Suresh Ramachandran shall be entitled to leave and gratuity as per the Company's rules and policies.
- VI. Dr Suresh Ramachandran will be provided car(s) with driver(s) as per the Company's policy to discharge his day to day duties. The Company shall bear costs related to activities/services for the Company's official business purpose such as traveling costs, hotel costs, conveyance, telephone at residence, mobile bills or any other similar costs and such costs shall not be considered as part of his remuneration. As per and subject to the Company's applicable policies, Dr Suresh Ramachandran will be entitled to reimbursement of actual expenses reasonably incurred by him for the Company's official business purpose.
- VII. The Contract can be terminated by either party by giving 180 (one hundred and eighty) days written notice. The Company's total liability to Suresh Ramachandran in the event of termination of employment under this subsection shall be limited to the payment of his salary, benefits and bonus through the effective date of termination.

The Special Resolution at Item No. 7 seeks approval and consent of the members for promotion of Dr Suresh Ramachandran to the position of Managing Director of the Company with effect from 01 September 2026 on the terms and conditions contained in the Contract.

In the opinion of the Board, the promotion of Dr Suresh Ramachandran as Managing Director would be of immense benefit to the Company. The Board, therefore, recommends for the approval of the members the special resolution for promoting Dr Suresh Ramachandran to the position of Managing Director.

Except Dr Suresh Ramachandran, none of the directors, key managerial personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Following are the particulars of Dr Suresh Ramachandran:

Name of the Director	Dr Suresh Ramachandran
Date of Birth	12 June 1969
Date of Appointment	Whole-time Director with effect from 01 June 2023; promotion to the position of Deputy Managing Director with effect from 01 September 2024 and the proposed promotion to the position of Managing Director with effect from 01 September 2026.

Qualifications	M.Sc. (Agriculture) from Tamil Nadu Agricultural University and Ph. D in entomology from University of Georgia, USA
Expertise in specific functional areas	Research & development and launch of new technologies in crop protection products and leading business teams
Experience	Over 28 years
Other Indian companies in which directorship held	Barrix Agro Sciences Private Limited
Other companies in which committee membership/ chairmanship held	None
No. of shares held in the Company as on 31 March 2026	None
Relationship with other Directors and KMPs	None
Number of Board Meetings attended during the year 2025-26	4
Remuneration drawn in 2025-26	₹ 27.41 million
Remuneration and other terms and conditions of appointment	As specified in the Contract.

Dr Suresh Ramachandran has not resigned as a director of any listed entity in the past 3 (three) years.

Item No. 8

It is proposed to appoint Mr Chetan Shah, presently Managing Director of the Company, as Non-Executive Non-Independent Director of the Company with effect from 01 September 2026, after completion of his tenure as Managing Director on 31 August 2026. An Ordinary Resolution proposing appointment of Mr Chetan Shah as Non-Executive Non-Independent Director is included at Item No. 6 of the Notice convening the 26th Annual General Meeting.

In view of his expertise, experience and knowledge in the area of agrochemicals business and his familiarity with the Company and its business, the Board has appointed Mr Chetan Shah as Advisor for the period from 01 September 2026 up to 31 August 2027 to advise the Company from time to time on various strategic matters including mentoring the executive directors and ensuing smooth transition/succession and to pay him advisory fees of ₹ 26.5 million for the said period pursuant to the provisions of Section 197 of the Companies Act, 2013 and Article 91 of the Articles of Association of the Company. The overall payment to Mr Chetan Shah during the said period towards advisory fees, Non-Executive Director's Commission and sitting fees will not exceed ₹ 30 million. In the opinion of the Board, the advisory fees of ₹ 26.5 million is fair and reasonable and commensurate with Mr Chetan Shah's role and function as advisor.

Payment to Mr Chetan Shah as advisory fees, commission and sitting fees during FY 2026-27 may exceed fifty percent of the total remuneration of all the Non-Executive Directors.

Pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**LODR**"), approval of shareholders by special resolution is required to be obtained every year, in which the annual remuneration payable to a single Non-Executive Director exceeds fifty percent of the total annual remuneration payable to all Non-Executive Directors.

The Resolution at item no. 8 of the Notice is set out as a Special Resolution approving payment to Mr Chetan Shah pursuant to the requirements of Regulation 17(6)(ca) of the LODR.

The Board recommends the resolution for approval of the members for the proposed payment not exceeding ₹ 30 million for advisory fees, commission and sitting fees to Mr Chetan Shah.

Except Mr Chetan Shah, none of the directors, key managerial personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item No. 9

Pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**LODR**") read with Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions", ("**Industry Standards**") all related party transactions require prior approval of the Audit Committee and all material related party transactions and material modifications thereto require prior approval of members through a resolution. Schedule XII to LODR read with Regulation 23(1) of LODR specify transaction(s) which are considered as 'material transactions.'

Sumitomo Chemical Company, Limited, Japan ("**SCC**"), a leading crop protection company globally, is the Company's holding company with 75% stake in the Company's equity capital and hence a related party. SCC and the Company are in similar businesses i.e. agri-input, public health and animal nutrition products. As a part of its regular business, the Company has business transactions with SCC which comprise purchase, sale and supply of goods (including raw materials, intermediates,

finished products and other items), providing and availing services, reimbursement of expenses, transfer of resources / services and other transactions in the ordinary course of business. The transactions with SCC are at arm's length. All the related party transactions are approved by the Company's Audit Committee pursuant to the provisions of the Companies Act, 2013 and rules made thereunder and LODR. The Audit Committee is furnished certificates duly signed by the Executive Director, Deputy Managing Director and Chief Financial Officer confirming that the transactions placed before it for approval are in the overall interest of the Company. The Audit Committee reviews the same.

The transactions for sale to SCC comprise of the products, originally innovated by SCC, which are manufactured by the Company in India. Similarly, the purchase transactions with SCC involve products, originally innovated by SCC, which the Company distributes in India. The Company also has transactions for services and reimbursement of expenses with SCC. The services include IT-related services, services in connection with market research, market development and assistance for procurement and sale of materials and products. F.Y. 2026-27 onwards, it is proposed to pay royalty to SCC for use of their trademark for selected group of products. The transactions with SCC are carried out with a focus on fairness and transparency, maintaining an arm's length approach. Payment/credit terms for these transactions are in line with industry practice. The margins earned on transactions with SCC are comparable with other products manufactured by the Company or sourced from others. This approach prioritizes safeguarding of interest of the Company and its shareholders, including public shareholders, by ensuring that the Company treats all its stakeholders fairly, without showing any preference towards related parties. These business transactions help smoothen the Company's business operations ensuring consistent and timely flow of required quality and quantity of materials, improved production capacity utilization, access to larger global market for the Company's products and in sustaining growth of business in domestic and export markets. The transactions proposed to be entered into with SCC do not relate to loans, inter-corporate deposits, advances or investments.

The maximum aggregate amount of transactions entered into and proposed to be entered into with SCC during the financial year 2026-27 is estimated at ₹ 16,235 million, which works out to 50.59% of the consolidated sales turnover of the Company for the financial year 2025-26.

Details of the proposed RPTs between the Company and SCC, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated 30 January 2026, read with SEBI circular dated 26 June 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sr. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Sumitomo Chemical Company, Limited
2.	Country of incorporation of the related Party	Japan
3.	Nature of business of the related party	Sumitomo Chemical Company, Limited is a diversified chemical company providing solutions in five key sectors: Agro & Life Solutions (crop protection, fertilizers, household insecticides, pharmaceuticals), ICT & Mobility Solutions (IT-related materials, display components, semiconductor materials, battery materials), Advanced Medical Solutions (pharmaceuticals, radiopharmaceuticals, regenerative medicine), Essential & Green Materials (petrochemicals, polymers, synthetic rubbers, industrial chemicals), and Energy & Functional Materials, offering a broad range of chemical products for electronics, automotive, healthcare, agriculture, and daily life, focusing on innovation and sustainability.
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity(in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	SCC is the Holding Company of the Company

Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA
Shareholding of the related party, whether direct or indirect, in the listed entity	75%

A(3) Details of previous transactions with the related party

1. Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Sr. No.	Nature of Transactions	FY 2025-26 (₹ in million)
	1.	Sale of goods	1,365.97
	2.	Sale of services	2.36
	3.	Purchase of goods	3,337.58
	4.	Purchase of services	4.84
	5.	Miscellaneous income	19.63
	7.	Reimbursement of expenses	23.39
		Total	4,753.77
2. Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to 30 April 2026	₹ 676.73 million		
3. Any default, if any, made by the related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	Nil		

A(4) Amount of the proposed transactions (All types of transactions taken together)

1. Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	Sr. No.	Nature of Transactions	FY 2026-27 (₹ in million)
	1.	Sale of Goods	1,500.00
	2.	Purchase of Goods:	
		- Agrochemicals, Environment & Health and Reimbursement of expenses	4,600.00
		- Animal Nutrition*	10,000.00
	3.	Sale of services/ Commission income/ Miscellaneous income/ Reimbursement of expenses	50.00
	4.	Purchase of services/Reimbursement of expenses	65.00
5.	Royalty	20.00	
	Total	16,235.00	

*The Company has a back-to-back purchase arrangement with SCC select animal nutrition products, which are then sold to customers on a high-seas basis. The terms of the purchase transactions will remain consistent with past practice, with the Company not undertaking pricing or inventory risk or currency risk and operating on a back-to-back order basis arrangements earning fixed margins on such transactions. The purchase price of the product is subject to market dynamics. During FY 2025-26, the reference price was approximately ₹200-211 per kg for 8,740 metric tonnes. Due to recent geopolitical developments, the current price has risen to ₹500 per kg which has been used to estimate the purchase value for 2026-27. This increase may not be sustainable once conditions normalize.

2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for FY 2025-26, the immediately preceding financial year.	50.59% (In the preceding F.Y. 2025-26, the actual value of transactions with SCC was ₹ 4,753.77 million, which works out to 15.6% of actual consolidated sales turnover. The percentage for 2026-27 appears high owing to short-term temporary volatility for Animal Nutrition products to be purchased from SCC, as explained in the note to the point no. A(4)(1) above. Such levels may not be sustainable once conditions normalize.)								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction).	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover for FY 2025-26, the immediately preceding financial year.	1.20 %								
6.	Consolidated Financial performance of the related party for FY 2025-26, the immediately preceding financial year.	<table border="1"> <thead> <tr> <th></th> <th>Amount (JPY in million)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>2,328,515</td> </tr> <tr> <td>Profit after tax</td> <td>115,402</td> </tr> <tr> <td>Net worth on 31 March 2026</td> <td>744,900</td> </tr> </tbody> </table>		Amount (JPY in million)	Turnover	2,328,515	Profit after tax	115,402	Net worth on 31 March 2026	744,900
	Amount (JPY in million)									
Turnover	2,328,515									
Profit after tax	115,402									
Net worth on 31 March 2026	744,900									

A(5) Basic details of proposed transactions

1. Specific type of the proposed transactions (e.g. sale of goods/ services, purchase of Goods / services, giving loan, borrowing etc.)	Sr. No.	Nature of Transactions	FY 2026-27 (₹ in million)
	1.	Sale of Goods	1,500.00
	2.	Purchase of Goods:	
		- Agrochemicals, Environment & Health and Reimbursement of expenses	4,600.00
		- Animal Nutrition*	10,000.00
	3.	Sale of services/ Commission income/ Miscellaneous income/ Reimbursement of expenses	50.00
	4.	Purchase of services/Reimbursement of expenses	65.00
5.	Royalty	20.00	
	Total	16,235.00	

*The Company has a back-to-back purchase arrangement with SCC for select animal nutrition products, which are then sold to customers on a high-seas basis. The terms of the purchase transactions will remain consistent with past practice, with the Company not undertaking pricing or inventory risk or currency risk and operating on a back-to-back order basis arrangements earning fixed margins on such transactions. The purchase price of the product is subject to market dynamics. During FY 2025-26, the reference price was approximately ₹200-211 per kg for 8,740 metric tonnes. Due to recent geopolitical developments, the current price has risen to ₹500 per kg which has been used to estimate the purchase value for 2026-27. This increase may not be sustainable once conditions normalize.

2.	Details of the proposed transactions	Purchase of goods, Sale of Goods, Sale of Service, Royalty payment, Purchase of Services, commission income, miscellaneous income, reimbursement of expenses
3.	Tenure of the proposed transactions (tenure in number of years or months to be specified)	FY 2026-27
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transactions during the financial year 2026-27. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of the transactions ₹16,235 million as per details given in A(5)(1) above
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	<p>Purchases:</p> <ul style="list-style-type: none"> The Company sources certain raw materials from SCC, adhering to their specifications, for manufacture of proprietary products which are subsequently sold back to SCC. The Company has a back-to-back purchase arrangement with SCC for select animal nutrition products, which are sold to Indian customers on a high-seas. For several imported proprietary products, SCC is the sole registered import source for the Company. SCC has granted the Company exclusive distribution rights, including the use of their brand-names, under a formal distribution agreement. By undertaking these transactions, the Company is able to earn comparable margins. <p>Sales:</p> <ul style="list-style-type: none"> The products are SCC-innovated products. The Company manufactures these products in India at the request and with the support of SCC, for global distribution. SCC is a consistent and reliable buyer, ensuring optimal capacity utilization of the Company's manufacturing facilities. The Company achieves competitive pricing and margin levels through these sales. <p>Other transactions:</p> <p>Other transactions with SCC are not material in value and are conducted in the ordinary course of business and are supported by appropriate documentation.</p>
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transactions, whether directly or indirectly. a) Name of the director / KMP b) Shareholding of the director/ KMP whether direct or indirect, in the related party	<p>SCC, the promoters, who hold 75% of the Company's equity capital, are interested in transactions.</p> <p>No Director or KMP is interested, whether directly or indirectly, in the transactions / in the related party.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	All relevant information relating to this business is given in this statement

Part B: Additional Information**B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**

1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding process undertaken
2.	Basis of determination of price.	Price is benchmarked to prevailing price in market.
3.	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
a.	Amount of Trade advance	No trade advance given / taken
b.	Tenure	NA
c.	Whether same is self-liquidating?	NA

B(7) Disclosure of transactions relating to payment of royalty on selected group of products

1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year	
a.	For use of brand name/ trademark	Royalty of 3% of net sales on selected group of products is to be paid for use of trademark and technology know-how wherein SCC has granted the Company exclusive rights to use trademarks and the Company has no obligation to procure the Technical Grade Active Ingredient from SCC for manufacturing these products. Currently, royalty is to be paid on two products and some products may be added in future.
b.	For transfer of technology know-how	
c.	For professional fee, corporate management fee or any other fee	
d.	Any other use (specify)	
2.	a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.	SCC does not charge royalty for similar products from other group companies. Reason for payment of royalty by the Company: a) SCC has granted the Company exclusive rights to use the trademarks; and b) The Company has no obligation to procure the Technical Grade Active Ingredient from SCC for manufacturing these products. Other group companies, while also granted exclusive trademark rights, remain obligated to procure the Technical Grade Active Ingredient from SCC and therefore are not subject to royalty.
	b) If no, furnish the information below: If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: <ul style="list-style-type: none">• Minimum rate of royalty charged along with corresponding absolute amount• Maximum rate of royalty charged along with corresponding absolute amount	In view of the explanation mentioned above in B(7)(2)(a), the minimum and the maximum rate of royalty charged is nil for similar products.
3.	Sunset Clause for Royalty payment, if any.	Not Applicable



C(6) Disclosure of transactions relating to payment of royalty on selected group of products	
1. Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years FY 2023-24 FY 2024-25 FY 2025-26	Not Applicable. The Company has not paid royalty to SCC in the past three years.
2. Purpose for which royalty was paid to the related party during the last three financial years. For use of brand name/ trademark For transfer of technology know-how For professional fee, corporate management fee or any other fee <i>Any other use (specify)</i>	Not Applicable for the reason mentioned in C(6)(1) above
3. Royalty paid in last 3 FYs as % of Net Profits of previous FYs FY 2023-24 FY 2024-25 FY 2025-26	Not Applicable for the reason mentioned in C(6)(1) above
4. Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period.	Not Applicable for the reason mentioned in C(6)(1) above
5. Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period.	Not Applicable for the reason mentioned in C(6)(1) above

Part B (2) to B (6) of table forming part of RPT Industry Standards is not applicable.

Part C(1) to C(5) forming part of RPT Industry Standards is not applicable.

The Company's related party transactions with SCC have not, thus far, crossed the materiality threshold laid down by LODR. However, for the financial year 2026-27 as a whole, the related party transactions with SCC are expected to exceed the materiality threshold provided in Schedule XII to LODR and may accordingly qualify as material related party transactions.

The Ordinary Resolution at Item No. 9, therefore, seeks approval of the members in terms of Regulation 23 of LODR for material related party transactions entered into / proposed to be entered into with SCC and material modifications, if any, thereto, during the financial year 2026-27 for the amount not exceeding ₹ 16,235 million plus applicable taxes and duties.

In the opinion of the Board, the business transactions with SCC are in the overall interest of the Company and its business. The Board, therefore, recommends the ordinary resolution for the approval of the members.

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

No related party of the Company is eligible to vote in favour of the resolution set out at Item No. 9 pursuant to the provisions of LODR.

Item No. 10

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("**the Act**") and the Companies (Audit and Auditors) Rules, 2014 ("**the Rules**"), the Company is required to appoint a cost auditor to audit its cost records.

The Board has appointed M/s GMVP & Associates LLP, Cost Accountants, as the Cost Auditors of the Company for the financial year 2026-27 on the recommendation of the Audit Committee.

The Board has fixed the remuneration of the Cost Auditors at ₹ 550,000 plus applicable taxes and duties and reimbursement of actual out-of-pocket expenses. The remuneration of the Cost Auditors is required to be considered and ratified by the members of the Company pursuant to the Act and the Rules.

The Resolution at Item No. 10 of the Notice is set out as an Ordinary Resolution seeking ratification by the members of the remuneration of the Cost Auditors in terms of Section 148 of the Act and Rules.

The proposed remuneration of the Cost Auditors has been determined in consultation with the Cost Auditors and in the Board's opinion, the remuneration is fair and reasonable and in line with the prevailing industry norms. The Board recommends the ordinary resolution for approval by the members.

None of the directors, key managerial personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

By Order of the Board of Directors
For **Sumitomo Chemical India Limited**

DEEPIKA TRIVEDI
Company Secretary & Compliance Officer

Registered Office:
Building No.1, Ground Floor, Shant Manor Co-op. Housing Society Ltd.
Chakravarti Ashok 'X' Road, Kandivli (East),
Mumbai – 400 101.
Mumbai, 26 May 2026