NIKHIL ADHESIVES LIMITED
An ISO 9001 : 2015 Certified Company
Head Office : 902, 9th Floor, A Wing, Kaledonia HDIL Building,
Sahar Road, Opp. D-Mart, Andheri (E), Mumbai- 400069.
Tel.: 91-22-2683 6564 / 6558 / 59 • E-mail : info@nikhiladhesives.com
Website : www.nikhiladhesives.com • CIN : L51900MH1986PLC041062

MAHACOL The Right Adhesive
EMDILITH Binder with a Thousand uses
EMDICRYL Binder & Textile Printing Agent
EMDITEX Textile Finishing Agent

Date : August 31, 2026

To,
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001

BSE scrip code: 526159

Subject: Notice of the 40^{th} Annual General Meeting of Nikhil Adhesives Limited for the Financial Year 2025-26.

Dear Sir/Ma'am,

We wish to inform you that the 40th Annual General Meeting of the Members of the Company will be held on Tuesday, 22nd September, 2026 at 03:00 pm IST through Video Conferencing/Other Audio Visual Means.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice of the 40^{th} Annual General Meeting of the Company for F.Y. 2025-26.

The Company has sent the Notice along with Annual Report today through electronic mode to Members who have registered their email id with the Company's RTA/Depository Participants.

The Notice along with the Annual Report for the financial year 2025-26 is also available on the website of the Company www.nikhiladhesives.com

You are requested to kindly take the above information record.

Thanking You,

Yours Faithfully,

For Nikhil Adhesives Limited

rajendra jayantilal sanghavi
Digitally signed by rajendra jayantilal sanghavi
Date: 2026.08.31 18:45:20 +05'30'

Rajendra Sanghavi
Whole-Time Director
DIN: 00245637

NOTICE

Notice is hereby given that the **Fortieth Annual General Meeting** of Nikhil Adhesives Limited will be held on **Tuesday, 22nd September, 2026 at 3:00 PM through Video Conferencing ('VC')/Other Audio Visual Means ('OVAM')** to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and Statutory Auditors thereon.

2. To appoint a director in place of Mr. Tarak Jayantilal Sanghavi, Whole Time Director (DIN: 00519403), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

3. To declare dividend of Re.0.22 per equity share of face value of Re. 1 each for the financial year ended 31st March, 2026.

SPECIAL BUSINESS

4. Ratification of Remuneration of Cost Auditor M/s. B. F. Modi & Associates, Cost Accountants (Firm Registration No. 100604):
To consider and if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment(s)thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 50,000/- per annum (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. B. F. Modi & Associates, Cost Accountants (Firm Registration No. 100604), who have been appointed by the Board of Directors, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2027.

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

5. Appointment of M/s. Deepika Mishra & Associates, Practising Company Secretaries, Delhi, a Peer Reviewed Firm as the Secretarial Auditors of the Company.
To consider and if thought fit, to pass with or without modification(s), the following resolution as **an Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act"), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Deepika Mishra & Associates, Practising Company Secretaries, Delhi, a Peer Reviewed Firm, as Secretarial Auditors of the Company for a period of 5 consecutive years, from 40th AGM to 45th AGM ('the Term'), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution**."**

6. **Re-appointment of Mr. Tarak Jayantilal Sanghavi (DIN: 00519403) as a Whole Time Director for a period of 3 years**

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

"RESOLVED THAT subject to the provisions of sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force), and subject to the provisions of Articles of Associations of the Company, and such other approvals as may be necessary, the consent of the members be and is hereby accorded to re-appoint Mr. Tarak Jayantilal Sanghavi (DIN: 00519403) as a Whole Time Director of the Company, with effect from 01st January, 2027 to hold office for a period of three years (i.e. for the period 01st January, 2027 to 31st December, 2029) and who shall be liable to retire by rotation. He was appointed for 3 years as a Whole time Director from 01st January, 2024 to 31st December, 2026 and whose term of office expires on 31st December, 2026.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions entered into by Mr. Tarak Jayantilal Sanghavi with the Company for the aforesaid appointment and as per the details provided in the explanatory statement annexed to this notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his reappointment), with authority to the Board of Directors of the Company to alter and/ or vary the terms and conditions of the said appointment in accordance with the prescribed provisions of the Act and or schedules thereto applicable, if any.

RESOLVED FURTHER THAT the Board may, subject to the approvals, if any required, increase, augment, vary and modify the remuneration payable and the benefits and amenities provided to the Appointee including the monetary value thereof from time to time during Appointee's tenure, upto the limits prescribed in that behalf under or pursuant to the Companies Act, 2013, or any statutory amendment, modification or re-enactment thereof from time to time enforced and/ or the guidelines for managerial remuneration issued by the Central Government from time to time, from the date the statutory amendment, modification or re-enactment and/ or guidelines coming into force.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites payable shall be subject to the overall ceilings laid down in Sections 197 & 198, and other applicable provisions of the Act and rules made there under read with Schedule V of the said Act, or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law."

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution

7. **Re-appointment of Mr. Rajendra Jayantilal Sanghavi (DIN: 00245637) as a Whole Time Director for a period of 3 years.**

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

"RESOLVED THAT subject to the provisions of sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with Schedule V to the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force), and subject to the provisions of Articles of Associations of the Company, and such other approvals as may be necessary, the consent of the members be and is hereby accorded to re-appoint Mr. Rajendra Jayantilal Sanghavi (DIN: 00245637) as a Whole Time Director of the Company, with effect from 01st January, 2027 to hold office for a period of three years (i.e. for the period 01st January, 2027 to 31st December, 2029) and who shall be liable to retire by rotation. He was appointed for 3 years as a Whole time Director from 01st January, 2024 to 31st December, 2026 and whose term of office expires on 31st December, 2026.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions entered into by Mr. Rajendra Jayantilal Sanghavi with the Company for the aforesaid appointment and as per the details provided in the explanatory statement annexed to this notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his reappointment), with authority to the Board of Directors of the Company to alter and/ or vary the terms and conditions of the said appointment in accordance with the prescribed provisions of the Act and or schedules thereto applicable, if any.

RESOLVED FURTHER THAT the Board may, subject to the approvals, if any required, increase, augment, vary and modify the remuneration payable and the benefits and amenities provided to the Appointee including the monetary value thereof from time to time during Appointee's tenure, upto the limits prescribed in that behalf under or pursuant to the Companies Act, 2013, or any statutory amendment, modification or re-enactment thereof from time to time enforced and/ or the guidelines for managerial remuneration issued by the Central Government from time to time, from the date the statutory amendment, modification or re-enactment and/ or guidelines coming into force.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites payable shall be subject to the overall ceilings laid down in Sections 197 & 198, and other applicable provisions of the Act and rules made there under read with Schedule V of the said Act, or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law."

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

8. Re-appointment of Mr. Umesh Jayantilal Sanghavi (DIN: 00491220) as a Chairman and Managing Director for a period of 3 years.
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company, and subject to such approvals, consents and permissions as may be required, Mr. Umesh J. Sanghavi (DIN: 00491220), be and is hereby re-appointed as a Director and designated as Chairman and Managing Director of the Company for a period of three years commencing from 10th July, 2026 and ending on 9th July, 2029.

RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions entered into by Mr. Umesh J. Sanghavi with the Company for the aforesaid appointment and as per the details provided in the explanatory statement annexed to this notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his reappointment), with authority to the Board of Directors of the Company to alter and/ or vary the terms and conditions of the said appointment in accordance with the prescribed provisions of the Act and or schedules thereto applicable, if any.

RESOLVED FURTHER THAT the Board may, subject to the approvals, if any required, increase, augment, vary and modify the remuneration payable and the benefits and amenities provided to the Appointee including the monetary value thereof from time to time during Appointee's tenure, upto the limits prescribed in that behalf under or pursuant to the Companies Act, 2013, or any statutory amendment, modification or re-enactment thereof from time to time enforced and/ or the guidelines for managerial remuneration issued by the Central Government from time to time, from the date the statutory amendment, modification or re-enactment and/ or guidelines coming into force.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites payable shall be subject to the overall ceilings laid down in Sections 197 & 198, and other applicable provisions of the Act and rules made there under read with Schedule V of the said Act, or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible by law."

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

9. Reappointment of Mrs. Gauri Surendra Trivedi (DIN: 06502788) as an Independent Director for 2nd term of 5 years.
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Gauri Surendra Trivedi (DIN: 06502788), who was appointed as an Non- Executive Independent Director of the Company for five consecutive years from 01.01.2022 upto 31.12.2026 and being eligible, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for a second consecutive term of 5 years effective from 01.01.2027 upto 31.12.2031 and she shall not be liable to retire by rotation."

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution**."**

10. To increase powers of the board u/s 180(1) (a) of the Companies Act, 2013.
To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in addition to and without prejudice to the Special Resolution passed by the Members of the Company at the Extra-Ordinary General Meeting held on 16 June 2025 under Section 180(1)(c) of the Companies Act, 2013, whereby the Members had accorded their consent to the Board of Directors of the Company for borrowing monies up to an aggregate limit of Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create, from time to time, such mortgages, charges, hypothecations, liens or other encumbrances, in addition to the existing mortgages, charges, hypothecations, liens or other encumbrances created by the Company, on all or any of the movable and/or immovable properties of the Company, wherever situated, whether present or future, and/or on the whole or any part of the undertaking(s) of the Company, in such manner and on such terms as may be deemed fit, in favour of any financial institution(s), bank(s), lender(s), debenture trustee(s), investing institution(s), body corporate(s), person(s) or other lender(s)/financier(s), whether by way of private placement or otherwise, to secure the borrowings, loans, debentures, bonds or other financial instruments availed or to be availed by the Company, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings/financial assistance, provided that the total amount of such secured borrowings/financial assistance together with interest, charges, costs, expenses and all other monies payable in connection therewith shall not at any time exceed Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only), being the borrowing limit approved by the Members under Section 180(1)(c) of the Companies Act, 2013, or such other higher limit as may be approved by the Members from time to time under the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the mortgage, charge, hypothecation or other security created pursuant to this resolution may contain such terms and conditions and covenants as may be agreed between the Company and the concerned financial institution(s), bank(s), lender(s), debenture trustee(s), investing institution(s), body corporate(s), person(s) or other lender(s)/financier(s), including provisions for enforcement of such security and, where applicable, powers to take over the management of the business and concern of the Company in certain events, in accordance with the terms of the relevant financing documents.

RESOLVED FURTHER THAT any of the Directors or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised either severally or jointly to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution."

11. To consider and approve the remuneration payable to Dr. Satish Gaonkar, Executive Director (DIN: 11114859) exceeding the limits prescribed under Section 197 of the Companies Act, 2013.

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

"**RESOLVED THAT** pursuant to the provisions of Section 197(1), Section 198 and other applicable provisions of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded by way of Special Resolution for payment of remuneration to Mr. Satish Gaonkar, Executive Director, exceeding 1% of the net profits of the Company in any financial year during his tenure as Executive Director, within the overall limits approved by the Members and subject to the provisions of Sections 197 and 198 of the Act and Schedule V thereto.

RESOLVED FURTHER THAT the remuneration payable to Mr. Satish Gaonkar shall be as per the terms and conditions approved by the Board of Directors, including salary, allowances, perquisites, commission and other benefits, as set out in the explanatory statement annexed to the Notice convening this General Meeting.

RESOLVED FURTHER THAT the aggregate remuneration payable to the Director, if any, shall be within the overall limits prescribed under Section 197 of the Act, or such higher limit as may be approved by the Members by way of Special Resolution in accordance with the Act and Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, modify or revise the terms and conditions of remuneration payable to Mr. Satish Gaonkar, within the overall limits approved by the Members and subject to the provisions of the Act, Schedule V thereto and applicable SEBI regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. The Ministry of Corporate Affairs, Government of India ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No.22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated

June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 02/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and September19, 2024, respectively ("MCA Circulars"), has and other circulars issued in this respect ('MCA Circulars')allowed in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79datedMay 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2025-26 is being sent only to those Members whose e-mail addresses are registered with the Company or Registrar and Share Transfer Agent or the Depositories through electronic means and no physical copy of the Notice has been sent by the Company to any Member. The Notice has also been hosted on the website of the Company (www.nikhiladhesives.com), BSE website (www.bseindia.com) and on the website of the NSDL (www.evoting.nsdl.com).
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Statement, pursuant to Section 102(1) of the Act in respect of Special Business of Item No. 4, 5, 6& 7 forms part of this notice. The Additional information, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard – 2 issued by Institute of Company Secretaries of India as notified by the Central Government on general meetings in respect of Director seeking appointment or re-appointment at the Annual General Meeting is furnished as Annexure to the notice.
5. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent ('RTA) immediately about the change in residential status on their return to India, if any.
8. Members who hold shares in dematerialised form are requested to quote their Client ID and DP ID numbers for easy identification for attendance at the meeting.
9. As per the SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021, has mandated furnishing of PAN, Address with PINCODE, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited documents / details are not available on or after April 01, 2024, shall be frozen by the Registrars and Transfer Agent of the Company (RTA).
10. Nomination Facility: Those Members holding Shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents ('RTA') - MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners of the Company, as on the cut-off date i.e.,Tuesday, 15th September, 2026 only shall be entitled to avail the facility of e-voting, either through remote e-voting and voting at the AGM. A person who is not a member as on the cut-off date should treat this notice for information purposes only. The

Register of Members and the Share Transfer Books of the Company will remain closed from 16th September, 2026 to 22nd September, 2026 (both days inclusive).

12. The dividend on Equity Shares as recommended by the Board of Directors, if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members of the Company on 15th September, 2026. If shares are held in the electronic form, the dividend will be payable to the beneficial owners as per details furnished by the Depositories for this purpose.
13. Members are requested to notify immediately any change of address, contact no., mandates, Bank Details and consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
    i. To their Depository Participants (DPs) in respect of their electronic shares account, and
    ii. To the Company's Registrar - MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) in respect of their physical shares, if any, quoting their folio numbers.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. The Members holding shares in physical form can submit their PAN to the Company/ MUFG Intime India Private Limited Link (Formerly Intime India Private Limited)
15. Any Shareholders desiring any information relating to the accounts are requested to write to the Company at investors@nikhiladhesives.com at an early date so as to enable the management to keep the information ready.
16. All unclaimed dividends up to and including the year 2017-18 have been transferred to the credit of Investor Education and Protection Fund (the Fund) established by the Central Government. The Shareholders are hereby informed that pursuant to Section 125 of the Act, the Company will be obliged to transfer to the credit of the said Fund any money lying in the Unpaid Dividend Accounts remaining unclaimed for a period of seven years from the dates they became first due for payment. In accordance with provisions of the said Section, no claims shall lie against the Company or the Fund in respect of individual amounts of dividend. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company www.nikhiladhesives.com and on the website of the Ministry of Corporate Affairs.

    Those Shareholders who have not claimed dividend of FY 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 are being requested to apply before the Company's Registrar to Share Transfer Agent MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) via email id to:rnt.helpdesk@in.mpms.mufg.com or are requested to send a letter for your claim to the RTA Registered Office address. Pursuant to the provisions of Sections 124 and 125 of the Act and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the Rules") as amended, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The voting rights on shares transferred to IEPF remains frozen until the rightful owner claims the shares. The Shareholders whose dividend/shares have been/will be transferred to the IEPF Authority, can claim the same from the IEPF Authority by following the procedure as detailed on the website of IEPF Authority http://www.iepf.gov.in/IEPF/refund.html.
17. Pursuant to amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 01st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. The Company in this regard had sent letters to the Shareholders holding shares in physical form informing them about the above requirement. All Shareholders holding shares in physical form are requested to demat their shares at the earliest.
18. Pursuant to the requirement of the Income-Tax Act, 2025, The Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members.

    The TDS / withholding tax rate would vary depending on the residential status of the member and documents submitted by the member with the Company / MUFG Intime India Private Limited / Depository Participant. Members are therefore requested to update their residential status with Depository Participants or in case shares are held in physical mode, with Company / MUFG Intime India Private Limited on or before Tuesday, September 15, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate, as applicable.

    For the prescribed TDS rates for various categories, please refer to the Income-Tax Act, 2025. A table showing the Sections/ Rules/Forms of Income-Tax Act, 1961 corresponding to the

Sections/Rules/Forms of Income-Tax Act, 2025 can be accessed at Company's Website (www.nikhiladhesives.com).

A. 1 Tax Deductible at Source for Resident members

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1	Valid PAN updated in the Company's Register of Members	10%	No document required. In case of individual Member, if dividend does not exceed ₹ 10,000, no TDS / withholding tax will be deducted. Also, please refer note (v) below.
2	No PAN / Valid PAN not updated in the Company's Register of Members/ PAN is not linked with AADHAR in case of an individual	20%	TDS will be deducted at 20% as provided under Section 397(2) of the IncomeTax Act, 2025, regardless of dividend amount, if PAN of the member other than individual is not registered with the Company / MUFG / Depository Participant. In case of individual member, if PAN is not registered with the Company / MUFG / Depository Participant & cumulative dividend payment to an individual member is more than ₹ 10,000, TDS / Withholding tax will be deducted at 20% under Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update, on or before Tuesday, September 15, 2026, their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / MUFG (if shares are held in physical mode). Please quote all the folio numbers under which you hold your shares while updating the records. Please also refer note (v) below.
3	Availability of lower/nil tax deduction certificate issued by Income-Tax Department u/s 395(1) of the Income-Tax Act, 2025	Rate specified in the certificate	Lower tax deduction certificate obtained from Income Tax Authority to be submitted on or before Tuesday, September 15, 2026.
4	Benefits under Income Tax Rule 203	Rates based on applicability	If the member e.g. clearing member / intermediaries / stock brokers are not the

		of the Income-Tax Act, 2025 to the beneficial owner	beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the TDS / Withholding tax will be deducted at the rates applicable to the beneficial shareholders.

A. 2 No Tax Deductible at Source on dividend payment to resident members if the members submit following documents as mentioned in column no. (4) of the below table with the Company / MUFG / Depository Participant on or before Tuesday, September 15, 2026.

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1	Submission of form 121 with valid & operative PAN	NIL	Declaration in Form No. 121 fulfilling certain conditions
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc.	NIL	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	NIL	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternate Investment Fund	NIL	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025.
5	• Recognised provident funds • Approved superannuation fund • Approved gratuity fund	NIL	Valid documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT).
6	National Pension Scheme	NIL	No TDS as per section 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident member exempted from TDS deduction as per the provisions of the Income-Tax Act, 2025 or by any other law or notification	NIL	Valid documentary evidence substantiating exemption from deduction of TDS.

B. Non-Resident members:

The table below shows the withholding tax on dividend payment to non-resident members. Members are requested to submit the document(s) as mentioned in column no. (4) of the below table on or before Tuesday, September 15, 2026, to the Company / MUFG to avail the beneficial rates, wherever applicable.

Sr. No.	Particulars	Withholding Tax Rate	Documents required (if any) / Remarks
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs) / Other NonResident members	20% (plus applicable surcharge and cess) or	FPI registration certificate in case of FIIs / FPIs. To avail beneficial rate of tax treaty following tax documents would be required: 1. Tax Residency

		tax treaty rate, whichever is beneficial	certificate issued by revenue authority of country of residence of member for the year in which dividend is received. 2. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format. 3. E-filed Form 41 4. Self-declaration for non-existence of permanent establishment/ fixed base in India.
2	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 395(1) of the Income-Tax Act, 2025 obtained from Income Tax Authority. Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank and the same will be included in taxable income of the branch in India. In case above documents are not made available, then Withholding tax will be at 35% (plus applicable surcharge and cess)
3	Availability of Lower / NIL tax deduction certificate issued by Income Tax Authority	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority.
4	Any non-resident member exempted from WHT deduction as per the provisions of the Income-Tax Act, 2025 or any other law such as The United Nations (Privileges and Immunities) Act 1947, etc.	NIL	Necessary documentary evidence substantiating exemption from WHT deduction.
5	Benefits under Income Tax Rule 203	Rates based on the applicability of the Income-Tax Act, 2025 / DTAA (whichever is beneficial) to the beneficial owner	If the member e.g. clearing member / intermediaries / stock brokers are not the beneficial shareholders of the shares and if the declaration under Income Tax Rule 203(2) is provided regarding the beneficial owner, the Withholding tax will be deducted at the rates applicable to the beneficial shareholders. The documents as mentioned against Sr. No 1 to 4 in column (4) will be required in addition to the above declaration.

Notes:

1. The Company will issue soft copy of the TDS certificate to its members through e-mail registered with MUFG post filing of TDS return as per statutory timelines specified under the Income-Tax Act, 2025. Members will be able to download Form 168 from the Income Tax Department's website https://www.incometax.gov.in.
2. The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, Rule 203 declaration, etc. can be uploaded on the link https://in.mpms.mufg.com/ on or before Tuesday, September 15, 2026 to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after Tuesday, September 15, 2026 shall not be considered.

   NSDL has provided a facility for submission of tax documents for claiming nil/low tax deduction from dividend whereby the Resident Non-Individual members i.e. Insurance Companies, Mutual

Funds and Alternative Investment Funds (AIF) and other domestic financial institutions established in India and Non-Resident Non Individual members i.e., Foreign Institutional Investors and Foreign Portfolio Investors may submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before Tuesday, September 15, 2026.

3. Application of TDS / withholding tax rate is subject to necessary verification by the Company of the member details as available in register of members as on the Record Date, and other documents available with the Company / MUFG provided by the member by the specified date.
4. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
5. No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹ 10,000. However, where the PAN is not updated in Company / MUFG / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹ 10,000, the Company will deduct TDS / Withholding tax u/s 393(1) [Table: Sl. No. 7] with reference to Section 397(2) of the Income-Tax Act, 2025.
   All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / MUFG (if shares are held in physical mode) against all their folio holdings on or before Tuesday, September 15, 2026.
6. In the event of any income tax demand (including interest, penalty, etc.) on the Company arising due to any declaration, misrepresentation, inaccurate or omission of any information provided by the member, such member will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
7. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

19. 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 & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL:

The voting period begins on Saturday, 19th September, 2026 (9:00 AM) and ends on the Monday, 21st September, 2026 (5:00 PM). During this period Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Tuesday, 15th September, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order 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.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode 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.inor 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.**
2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**
3. **A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below :**

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) **If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.**

   b) **If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.**
   c) **How to retrieve your 'initial password'?**
      (i) **If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.**
      (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

6. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**
   a) **Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**
   b) **Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.**
   c) **If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.**
   d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**

7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**
8. **Now, you will have to click on "Login" button.**
9. **After you click on the "Login" button, Home page of e-Voting will open.**

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somaniandassociates5@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Mr. Suketh Shetty evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@nikhiladhesives.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@nikhiladhesives.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@nikhiladhesives.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@nikhiladhesives.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account

number/folio number, email id, mobile number at investors@nikhiladhesives.com. These queries will be replied to you by the Company suitably by email.

7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Other General Information

1. Since the meeting will be conducted through VC/OAVM facility, the Route Map is not annexed in this Notice.

2. The voting rights of Shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date (record date) of the Tuesday, 15th September, 2026.

3. Mrs. Poonam Somani, Practicing Company Secretary & Proprietor of M/s Somani & Associates, Company Secretaries has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the vote cast at the AGM and thereafter unblock the vote cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour of or against the resolutions, within 2 working days of conclusion of the AGM to the Chairman of the Company, who shall counter sign the same. The Chairman will declare the result of voting forthwith on receiving of the Scrutinizer's Report.

4. The result declared along with the Scrutinizer report shall be placed on the Company's website www.nikhiladhesives.com the result will also be communicated to the Stock Exchange where the shares of the Company are listed.

5. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of AGM.

6. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 AM to 6:00 PM) on all working days, up to and including the date of the AGM of the Company.

7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Mumbai;

   i. Register of contracts or arrangements in which Directors are interested under Section 189 of the Act.
   ii. Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Act.
   iii. Register of Charges;
   iv. Register of Deposits; and other Statutory Register under the Companies Act, 2013.

   In accordance with the MCA circulars, the said registers shall be made accessible for inspection through electronic mode, which shall remain open and be accessible to any Members during the continuance of the meeting.

8. Persons who have acquired the shares of the Company after the dispatch of the Annual Report and are Members as on 15th September, 2026. (being record date for the purpose of voting), may send a request for obtaining their User ID and Password to rnt.helpdesk@in.mpms.mufg.com/investors@nikhiladhesives.com or contact MUFG Intime India Private Limited (Formerly Link Intime India Pvt. Ltd) on 022-4918 6000/022- 4918 6060.

Contact Details

Company	M/s Nikhil Adhesives Limited Registered Office:A-902, Kaledonia Building, Sahar Road, Opp. Vijay Nagar, Andheri (East) Mumbai-400069. Tel: 022-2683 6564/58/59 Fax: 022-26840854

	Email ID: investors@nikhiladhesives.com CIN: L51900MH1986PLC041062
Registrar and Share Transfer Agent	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, 247 Park, LBS Marg,Vikhroli (West), Mumbai- 400 083 Tel: 022 49186000/6270 Fax: 022-4098 6060 Email ID: :rnt.helpdesk@in.mpms.mufg.com

Date: 13.08.2026
Place: Mumbai

By order of the Board of Directors
For Nikhil Adhesives Limited

Sd/-
Umesh J. Sanghavi
Chairman and Managing Director
DIN: 00491220

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5, 6, 7, 8, 9, 10 and 11.

Item No. 4 Ratification of Remuneration of Cost Auditor

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted by a Cost Accountant in practice.

In compliance with the above, M/s B. F. Modi & Associates, Cost Accountants, (Firm Registration No. 100604) were re-appointed as Cost Auditors for the year ending 31st March, 2027 by the Board of Directors on the recommendation of the Audit Committee at a remuneration of Rs. 50,000/- p.a. (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors for FY 2026-27.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors as approved by the Board has to be ratified subsequently by the Members of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2027.

The Board recommends the Resolution No. 4 for the approval of the Members as an Ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice except to the extent of their Shareholding, if any.

Item No. 5

Appointment of M/s Deepika Mishra & Associates Secretarial Auditors of the Company

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on August 13, 2026 have approved subject to approval of Members, appointment of M/s Deepika Mishra & Associates, Practising Company Secretaries, Delhi, a Peer Reviewed Firm as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2026 till March 31, 2031.

The Brief Profile of the Secretarial Auditor

Deepika Mishra & Associates is a practicing Company Secretaries firm, registered with the Institute of Company Secretaries of India (ICSI). The founder of the firm is Ms. Deepika Mishra, an Associate Member (ACS) of the Institute of Company Secretaries of India and Mr. Abhishek Mishra, an Associate Member (ACS) of the Institute of Company Secretaries of India. The firm was founded in August, 2016.

The firm deals in various Corporate Laws Matters and solving client's problems relating to business compliances. Our services also include approvals from different government departments like approval from Ministry of Corporate Affairs (MCA), Registrar of Companies, (ROC) Foreign Investment Promotion Board (FIPB), Reserve Bank of India (RBI), Non-banking finance companies etc.

The Board recommends the Resolution No. 5 for the approval of the Members as an Ordinary resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice except to the extent of their Shareholding, if any.

Item No. 6 and 7

Re-appointment of Mr. Tarak Jayantilal Sanghavi (DIN: 00519403) & Mr. Rajendra Jayantilal Sanghavi (DIN: 00245637) as Whole-Time Director of the Company

Mr. Rajendra J. Sanghavi and Mr. Tarak J. Sanghavi were appointed in their respective positions in the Annual General Meeting held on 21st September, 2023 for the tenure of 3 years effected from 1st January, 2024 to 31st December, 2026 on the terms and conditions including the terms of remuneration payable to them as set out in the respective resolutions approved in the meeting.

Their present term ends on 31st December, 2026.

Considering their proven track record, rich industry experience and expertise, and taking into account their performance evaluation and contribution to the Company during their tenure as Directors, the Board of Directors is of the view that their continued association would be beneficial and in the best interest of the Company. Accordingly, the Board, the Nomination and Remuneration Committee at their meeting held on 27th May, 2026, subject to the approval of Members, reappointed Mr. Rajendra J. Sanghavi and Mr. Tarak J. Sanghavi as Whole-time Directors of the Company for a term of three (3) years, with effect from 1st January, 2027 to 31st December, 2029, subject to the approval of the Members.

Accordingly, the consent of members is sought to re-appoint these appointees and fix their remuneration including perquisites, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act.

The terms and conditions of their appointment and remuneration payable to them are as follows:

i. The remuneration shall be of Rs. 44,74,520/- per annum subject to maximum remuneration to the Director shall not exceed a sum of Rs. 50,00,000/- per annum to each Appointee., including dearness allowance, perquisites and other allowances. The perquisites may include reimbursement of medical expenses, leave travel allowance for self and family, rent free or concessional rent furnished/unfurnished residential accommodation, reimbursement of residential electricity and gas, personals accident insurance premium or other perquisites, as may be decided by the Board in consultation with the Appointees.
ii. A motor car with chauffeur shall be provided to the Whole Time Director; alternatively, the Company shall bear all running, maintenance and repair expenses plus the remuneration of a chauffeur for his own car. The use of car for personal purposes may be treated as perquisites, to be computed as per Income Tax Rules.
iii. Telephone(s) at the residence and cellular phone(s) shall be provided subject to the recovery of long distance personal calls, if any.
iv. The perquisites shall be evaluated as per Income Tax Rules where so prescribed, and in other cases, on the basis of cost to the Company.
v. The Appointees shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration as specified above:

   a. Contribution to provident fund, superannuation fund or- annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
   b. Gratuity payable at a rate not exceeding half a month' salary for each completed year of service, and
   c. Encashment of leave at the end of the tenure as per Company's Rules.

vi. The Appointees shall be entitled to claim reimbursement of all expenses incurred/paid by him in the course of and/or for the purposes of Company's business and/or discharging his functions as a Whole Time Directors.
vii. The nature of appointment shall be contractual, terminable by either party giving notice of three months.

Further, the Board has been empowered to increase, augment, vary and modify the remuneration including perquisites provided/ to be provided to the respective Appointees subject to the limits prescribed in that behalf under or pursuant to the Companies Act, 2013 or any statutory amendment, modification or re-enactment thereof from time to time in force and/or the guidelines for managerial remuneration issued by the Central Government from time to time, from the date the statutory amendment, modification, re-enactment and/or the guidelines coming into force.

Notwithstanding anything to the contrary herein, wherein any financial year during the continuance of the tenure of the Whole Time Directors, the Company has no profits or its profits are inadequate, the Company will pay to the Whole Time Directors, remuneration, perquisites, benefits and amenities not exceeding the ceiling for the time being laid down in Section II of Part II to Schedule V (as amended) of the Companies Act, 2013 and as maybe decided by the Board of Directors of the Company and subject to such sanctions and approvals as maybe necessary. The resolution set out in the notice is intended for this purpose.

Mr. Umesh J. Sanghavi, Mr. Rajendra J. Sanghavi and Mr. Tarak J. Sanghavi are related to each other.

The Board recommends the Resolution No. 6 & 7 for the approval of the Members as a Special resolution.

Save and except Mr. Umesh J. Sanghavi, Mr. Rajendra J. Sanghavi, Mr. Tarak J. Sanghavi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise.

Item No. 8
Re-appointment of Mr. Umesh J. Sanghavi (DIN: 00491220) as Chairman and Managing Director of the Company

Mr. Umesh J. Sanghavi (DIN: 00491220) is presently serving as a Chairman and Managing Director of the Company for a term of 3 years effective from 10th July, 2023 to 09th July, 2026.

His present term expired on 9th July, 2026.

Considering his valuable contribution, experience and guidance in the affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at their meeting held on 27th May, 2026 has recommended the re-appointment of Mr. Umesh J. Sanghavi as a Director and his appointment as Chairman and Managing Director of the Company for a period of three years commencing from 10th July, 2026 and ending on 9th July, 2029, subject to the approval of the Members by way of Special Resolution.

Accordingly, the consent of members is sought to re-appoint the appointee and fix their remuneration including perquisites, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Act.

The principal terms and conditions of his re-appointment are as follows:

1. The remuneration shall be Rs. 44,74,520/- (Rupees Fourty-Four Lakhs Seventy four Thousand Five Twenty only) per annum, subject to the maximum remuneration payable to the Director not exceeding Rs. 50,00,000/- (Rupees Fifty Lakh only) per annum, including dearness allowance, perquisites and other allowances, as may be reviewed by the Board from time to time. The perquisites may include reimbursement of medical expenses, leave travel allowance for self and family, rent-free or concessional rent furnished/unfurnished residential accommodation, reimbursement of residential electricity and gas expenses, personal accident insurance premium and such other perquisites as may be decided by the Board in consultation with the appointee.

2. A motor car with chauffeur shall be provided to the Managing Director for discharge of his duties as Managing Director. Alternatively, the Company shall bear all running, maintenance and repair expenses together with the remuneration of a chauffeur for his own car. The use of the car for personal purposes shall be treated as a perquisite and shall be valued in accordance with the applicable Income-tax Rules.

3. Telephone(s) at the residence and cellular phone(s) shall be provided, subject to recovery of charges for long-distance personal calls, if any.

4. The perquisites shall be evaluated in accordance with the applicable Income-tax Rules wherever prescribed and, in other cases, on the basis of the cost to the Company.

5. The following shall not be included in the computation of the ceiling on remuneration, to the extent permissible under the applicable provisions of the Companies Act, 2013:

a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961;

b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c. Encashment of leave at the end of the tenure in accordance with the rules of the Company.

6. Mr. Umesh J. Sanghavi shall be entitled to reimbursement of all expenses incurred or paid by him in the course of and/or for the purposes of the Company's business and/or in discharging his functions as Managing Director.

7. The appointment shall be contractual and shall be terminable by either party by giving three months' notice in writing to the other party.

In the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the remuneration payable to Mr. Umesh J. Sanghavi shall be governed by the applicable provisions of Schedule V to the Companies Act, 2013.

The Board of Directors is of the opinion that the re-appointment of Mr. Umesh J. Sanghavi as Chairman and Managing Director is in the best interests of the Company and its Members.

Mr. Umesh J. Sanghavi, Mr. Rajendra J. Sanghavi and Mr. Tarak J. Sanghavi are related to each other.

Save and except Mr. Umesh J. Sanghavi, Mr. Rajendra J. Sanghavi, Mr. Tarak J. Sanghavi and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise.

The Board recommends the Resolution No.8 for the approval of the Members as a Special resolution.

Item No. 9

Re-appointment of Mrs. Gauri Surendra Trivedi (DIN: 06502788) as a Non-Executive Independent Director for a Second Term of Five Years

Mrs. Gauri Trivedi is a Non-Executive & Independent Director of the Company since 01st January, 2022.

Her Present Term ends on 31st December, 2026.

As per Section 149(10) of the Act, an Independent Non-Executive Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee at their meeting held on 13th August, 2026 has recommended the re-appointment of Mrs. Gauri Trivedi as a Non-Executive Independent Director of the Company for a Second Term of Five (5) years commencing from 1st January, 2027 and ending on 31st December, 2031, subject to the approval of the Members by way of Special Resolution.

During her tenure, Mrs. Gauri Trivedi has provided independent judgement, strategic guidance and constructive advice to the Board and has actively participated in the deliberations of the Board and its Committees. The Board believes that her knowledge, expertise, professional experience and understanding of the Company's business and affairs will continue to contribute meaningfully to the Company's growth and governance.

The brief profile Mrs. Gauri Trivedi is given below:

Mrs. Gauri Trivedi, aged 66 years, is a Non-Executive & Independent Director of the Company since 1st January, 2022. Mrs. Trivedi holds a master's degree in political science from Jawaharlal Nehru University (JNU), Delhi, and an M. Phil (Soviet Studies), JNU, Delhi. She earned her Doctorate in Philosophy from Institute of Social & Economic Change, Bangalore and Institute of Development Studies, Mysore and completed PGPPM from Indian Institute of Management (IIM), Bangalore. She has held several administrative posts in Karnataka including Assistant Commissioner, Joint Director (Commerce and Industry), Chief Secretary/ Director Rural Development and Panchayati Raj, Deputy Commissioner (Excise), Joint Registrar of Cooperative Societies. She has served as Managing Director of HESCOM, a power distribution company; Managing Director of the Karnataka State Food & Civil Supplies Corporation; Secretary to the Government in the Revenue Department of Karnataka; and Secretary to the Governor of Karnataka. She currently serves on the Board of companies such as Adani Airport Holdings, The Sandesh Group, Nikhil Adhesives.

Mrs. Trivedi does not hold any equity share of the Company as on March 31, 2026 in her individual capacity. Mrs. Trivedi is on the board of the following other public companies

Listed Public Companies (Category of Directorship)	**Other Public Companies (Category of Directorship)**
The Sandesh Limited, (Non-Executive & Independent)	Adani Total Energies Biomass Limited, (Non-Executive & Independent)
Gujarat Ambuja Exports Limited, (Non-Executive & Independent)	
Adani Airport Holdings Limited, (Non-Executive & Independent)	
Adani Total Gas Limited (Non-Executive & Independent)	

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the accompanying Notice for approval of the Members.

Item No. 10

To Increase Powers of the Board under Section 180(1)(a) of the Companies Act, 2013

The Members of the Company, at the Extra-Ordinary General Meeting ("EGM") held on 16 June 2025, had accorded their approval pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, authorising the Board of Directors of the Company to borrow monies from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 250 Crores (Rupees Two Hundred and Fifty Crores only).

In order to enable the Company to avail various financial facilities/borrowings from banks, financial institutions, lenders and other financing agencies from time to time, the Company may be required to create mortgages, charges, hypothecations, liens or other encumbrances over all or any of its movable and/or immovable properties, present and future, and/or over the whole or any part of its undertaking(s), in favour of such lenders/financiers, as security for the borrowings, loans, debentures, bonds or other financial assistance availed or to be availed by the Company.

Accordingly, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the approval of the Members is being sought to authorise the Board of Directors of the Company to create such mortgages, charges, hypothecations, liens or other encumbrances over the assets and/or undertaking(s) of the Company, in addition to the existing security interests, in favour of banks, financial institutions, lenders, debenture trustees, investing institutions, bodies corporate, persons or other financing agencies, on such terms and conditions as may be agreed upon.

The proposed resolution is in addition to and without prejudice to the Special Resolution passed by the Members at the EGM held on 16 June 2025 under Section 180(1)(c) of the Companies Act, 2013. The present resolution is intended to provide the requisite authority under Section 180(1)(a) for creation of security in respect of the borrowings/financial assistance availed or to be availed by the Company, within the borrowing limits approved by the Members under Section 180(1)(c), as amended or enhanced from time to time.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 10 of the accompanying Notice for approval of the Members.

Item No. 11
To Consider and Approve the Remuneration Payable to Dr. Satish Gaonkar, Executive Director (DIN: 11114859), Exceeding the Limits Prescribed under Section 197 of the Companies Act, 2013

The Company recognises the valuable contribution, guidance and expertise provided by the Executive Directors in discharging their duties and responsibilities towards the Company. In view of the increasing responsibilities and time commitment involved in the discharge of their duties, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers it appropriate to provide remuneration to Dr. Satish Gaonkar, Executive Director of the Company, for the financial year 2026-27.

Pursuant to the provisions of Section 197(1) of the Companies Act, 2013 ("Act"), the aggregate remuneration payable to the directors who are neither Managing Director nor Whole-time Director shall not exceed 1% of the net profits of the Company, where the Company has a Managing Director or Whole-time Director or Manager, except with the approval of the Members by way of a Special Resolution.

Accordingly, approval of the Members is being sought by way of a Special Resolution to enable the Company to pay remuneration to Dr. Satish Gaonkar, notwithstanding that the aggregate remuneration payable to the Directors who are neither Managing Director nor Whole-time Director may exceed the aforesaid limit of 1% of the net profits of the Company, calculated in accordance with Section 198 of the Act.

The proposed remuneration shall be [₹ 1,00,00,000 per annum / up to ₹ 1,20,00,000 per annum], as may be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee, subject to the overall limits approved by the Members and the applicable provisions of the Act.

The Board considers that the proposed remuneration is commensurate with the responsibilities, expertise, experience and contribution of Dr. Satish Gaonkar and is in the best interests of the Company.

The Board of Directors, at its meeting held on 13th August, 2026, upon the recommendation of the Nomination and Remuneration Committee, approved the proposal for payment of the aforesaid remuneration, subject to the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 11 of the accompanying Notice for approval of the Members.

Disclosure required pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name of the Directors	Mr. Tarak. J. Sanghavi	Mr. Rajendra. J. Sanghavi	Mr. Umesh J. Sanghavi	Mrs. Gauri Trivedi
Director Identification Number	00519403	00245637	00491220	06502788
Date of Birth & Age	02.10.1962 (63 years)	11.12.1955 (70 years)	27.06.1957 (69 years)	18/05/1960 (66 Years)
Date of First Appointment	Since inception	Since inception	Since inception	01.01.2020
Status	Whole Time Director	Whole Time Director	Chairman and Managing Director	Non-Executive - Independent Director
Qualification	B.com	Diploma in Engineering	B.com	Doctorate in Philosophy from Institute of Social & Economic Change
Expertise in specific functional type	Market Analysis and Commercial Management	Businessman	Businessman	Service
Terms and Conditions of Appointment/Re-appointment	Re-appointment Expiry of his prior term of 3 years.	Re-appointment Expiry of his prior term of 3 years.	Re-appointment Expiry of his prior term of 3 years.	Re-appointment of Non - Executive Independent Director for 2nd Term
Directorship of Other Companies	None	None	None	1. Adani Total Gas Limited 2. Gujarat Ambuja Exports Limited 3. The Sandesh Limited 4. Gujarat Ambuja Exports Limited
Chairman/Member in the Committees of the Boards of Companies	Member of Corporate Social Responsibility Committee	Member of Corporate Social Responsibility Committee	Member of Audit Committee	Chairperson of Nomination and Remuneration Committee, Member of Audit Committee and Corporate Social Responsibility Committee
Shareholding (No. of Shares)	11,24,900 Shares	11,97,000 shares	9,53,400 shares	-
Disclosure of relationships between Directors inter se	Mr. Umesh J. Sanghavi & Mr. Rajendra J. Sanghavi are brothers of Mr. Tarak J. Sanghavi	Mr. Umesh J. Sanghavi & Mr. Tarak J. Sanghavi are brothers of Mr. Rajendra J. Sanghavi	Mr. Tarak J. Sanghavi & Mr. Rajendra. J. Sanghavi are brothers of Mr. Umesh J. Sanghavi	None

Date: 13.08.2026
Place: Mumbai

By order of the Board of Directors
For Nikhil Adhesives Limited

Sd/-
Umesh J. Sanghavi
Chairman and Managing Director
DIN: 00491220