Smruthi Organics
Limited

Date: 17th July, 2026

To
Corporate Relation Department
BSE Limited
P. J. Tower, Dalal Street,

Mumbai – 400 001.
Scrip Code: 540686

To
Listing Department
Metropolitan Stock Exchange of India Ltd
Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park,
L.B.S Road, Kurla West, Mumbai - 400 070
MSEI Symbol: SMRUTHI

Sub: Notice of the 37th Annual General Meeting for the Financial Year 2025-2026

Dear Sirs,

In terms of the provisions of Regulation 30 and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Notice of the 37th Annual General Meeting ("AGM") of Smruthi Organics Limited for the Financial Year 2025-2026 ("Annual Report") is enclosed herewith.

We wish to inform you that the AGM will be held on **Monday, 10th August 2026** at 02.30 p.m. (IST), through Video Conferencing or Other Audio-Visual Means. The AGM will be held without the physical presence of the Shareholders at a common venue. This is in compliance with the General Circular No 03/2025, dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 issued by the Securities and Exchange Board of India (SEBI) hereinafter collectively referred to as "Circulars" issued by the Securities and Exchange Board of India and relevant provisions of the Companies Act, 2013 and SEBI Listing Regulations. Further, in accordance with the aforesaid MCA Circulars and said SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent only by electronic mode to those Shareholders whose email addresses are registered with the Company/ Depository Participants. The Annual Report together with the Notice of the AGM is being dispatched to the Shareholders today.

Please take the above submission on record.

For Smruthi Organics Limited

Urvashi

Urvashi D. Khanna
Company Secretary & Compliance Officer

Smruthi Organics Limited Solapur

Smruthi Organics
Limited

The agenda items proposed to be taken up at the AGM are as mentioned below:

Resolution number	Agenda proposed to be taken up
1	To receive, consider and adopt the Audited Financial Statements including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2	To declare a dividend of Rs 1.50/- per share (i.e 15%) on 1,14,46,290 equity shares of Rs. 10/- each for the year ended 31st March, 2026. (Ordinary Resolution)
3	To appoint a Director in place of Mr. Swapnil Eaga (DIN: 01241535) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)
4	Ratification of remuneration to Cost Auditor for the Financial Year 2026-27. (Ordinary Resolution)
5	Appointment/ Change in Designation of Ms. Smruthi Eaga (DIN: 09268342) from Non-Executive (Non-Independent) Director to Whole-time Director (Executive) of the Company and payment of Remuneration. (Special Resolution)

For Smruthi Organics Limited

Urvashi

Urvashi D. Khanna
Company Secretary & Compliance Officer

Smruthi Organics Limited
Solapur

Notice

Notice is hereby given that the 37th Annual General Meeting ("AGM") of Smruthi Organics Ltd will be held on Monday, 10th August, 2026 at 02:30 p.m (IST) through Video Conference / Other Audio- Visual Means (VC / OAVM) without the physical presence of the members at a common venue to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements including Balance Sheet, Statement of Profit & Loss and Cash Flow Statement of the Company for the year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon.

2. To declare a dividend of Rs 1.50/- per share (i.e 15%) on 1,14,46,290 equity shares of Rs. 10/- each for the year ended 31st March, 2026.

3. To appoint a Director in place of Mr. Swapnil Eaga (DIN: 01241535) who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. Ratification of remuneration to Cost Auditor for the Financial Year 2026-27:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment or modification or re- enactment thereof, for the time being in force), the remuneration of the Cost Auditor, Shriniwas Diddi & Associates, Cost Accountants, Solapur (Firm Registration No. 100516), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution."

5. Appointment/ Change in Designation of Ms. Smruthi Eaga (DIN: 09268342) from Non-Executive (Non-Independent) Director to Whole-time Director (Executive) of the Company and payment of remuneration:

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, recommendation of the Nomination and Remuneration Committee, approval of the Board of Directors, and subject to the approval of the Central Government, consent of the Members be and is hereby accorded for appointment/ change in designation of Ms. Smruthi Eaga (DIN: 09268342) from Non-Executive (Non-Independent) Director to Whole-time Director (Executive) of the Company, liable to retire by rotation, for a period of 3 years with effect from 01st June 2026 to 31st May, 2029, on salary of Rs 7 lakhs per month i.e Rs 84 lakhs per annum plus allowances, benefits and perquisites, as detailed in the explanatory statement to the Notice (Collectively referred to as "remuneration") with authority to the Board of Directors to grant annual increment / increase in salary, allowances, benefits and perquisites, from time to time, provided that such annual increase shall not exceed 15% of the relevant remuneration and shall remain within the overall limits approved by the Members and / or the Central Government, wherever applicable.

RESOLVED FURTHER THAT where in any financial year during the tenure of Ms. Smruthi Eaga, the Company has no profits or its profits are inadequate, the remuneration as approved by the Board and recommended to the Members and as may be approved by the Central Government, wherever applicable, shall be paid to her as minimum remuneration, subject to the applicable provisions of the Companies Act, 2013 and Schedule V thereto.

RESOLVED FURTHER THAT Managing Director of the Company be and is hereby authorized to file required form with Registrar of Companies/ Central Government, accept terms of sanction as stipulated by the Central Government and generally do all such acts, deeds and things as may be necessary or expedient for the purpose of giving effect to this resolution.

By Order of the Board of Directors

Urvashi Khanna
Company Secretary
Membership No ACS:46544

Place : Solapur
Date : 13th May, 2026

NOTES:

1. In compliance with the General Circular No 03/2025, dated 22nd September, 2025 , General Circular No. 09/2024, dated 19th September, 2024 read with Circular No. 09/2023 dated 25th September, 2023 , Circular No.10/2022 dated 28th December, 2022, 14/2020, Circular No. 02/2022 dated 5th May, 2022, and Circular No. 20/2020 dated 5th May 2020 and all other relevant Circulars ("MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October, 2023 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI")and relevant provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 37th Annual General Meeting ("AGM") will be held without the physical presence of Shareholders at a common venue.

2. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

3. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Scrutinizer by email to cs@smruthiorganics.com with a copy marked to rtaclientservice@adroitcorporate.com

4. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, the register of contracts or arrangements in which the directors are interested maintained under Section 189 of the Act, will be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. 10th August 2026. Members may write to the Company at cs@smruthiorganics.com in that regard, by mentioning "Request for Inspection" in the subject of the e-mail.

5. The Register of Members and share transfer books of the Company will remain closed from Saturday, 01st August, 2026 to Monday, 10th August 2026 (both days inclusive), for the purpose of AGM and Dividend. The Dividend, if declared, will be paid to those Shareholders whose names are registered as such in the Register of Members of the Company as on Friday, 31st July, 2026 ("record date") and to be beneficiary holders as per the beneficiary list as on Friday, 31st July, 2026 provided by the NSDL and CDSL. Dividend will be paid electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts/ cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

6. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source (TDS) from dividend paid to the Shareholders at the prescribed rates.

   For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

   The Shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and their respective Depository Participant(s) (in case of shares held in dematerialised form).

   A resident individual Shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to cs@smruthiorganics.com/rtaclientservice@adroitcorporate.com by 13th June, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

   Resident Shareholders whose dividend is liable for deduction of TDS at a concessional or Nil rate as per Section 197 of the Income-tax Act, 1961 can submit the certificate/letter issued by the Assessing Officer, to avail the benefit of lower rate of deduction or non-deduction of tax at source bye - mail to cs@smruthiorganics.com /rtaclientservice@adroitcorporate.com by Friday, 31st July, 2026.

   Non-resident Shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing the necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to cs@smruthiorganics.com. The aforesaid declarations and documents need to be submitted by the Shareholders by Friday, 31st July, 2026.

7. Members are requested to address all correspondence, including dividend-related matters, to cs@smruthiorganics.com with a copy marked marked to rtaclientservice@adroitcorporate.com.

8. Members wishing to claim dividend that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cs@smruthiorganics.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

9. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-voting' section which forms part of this Notice.

10. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

11. In compliance with the Circulars, the Integrated Annual Report 2025-26, the Notice of the 37th AGM, and instructions for e-voting are being sent through electronic mode to those members whose email addresses are registered with the Company / depository participant(s) (DP).

12. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding

shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, Adroit Corporate Services Pvt. Ltd. at rtaclientservice@adroitcorporate.com, to receive copies of the Integrated Annual Report 2025-26 in electronic mode.

Members may also note that the Notice of the 37th AGM and the Annual Report 2025-26 will also be available on the Company's website, https://smruthiorganics.com/investor-relation/ , websites of the stock exchanges, i.e. BSE and MSEI, at www.bseindia.com and www.msei.com, respectively.

13. Additional information, pursuant to Regulation 36 of the LODR Regulations, in respect of the director seeking appointment/ reappointment at the AGM, forms part of this Notice.

14. The Board has appointed Mr. H.R. Thakur, Practicing Company Secretary, Mumbai, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 (forty eight) hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges and RTA, and will also be displayed on the Company's website, https://smruthiorganics.com/investor-relation/.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

The voting period begins on Friday, 07th August, 2026 at 9.00 a.m (IST) and ends on Sunday, 09th August, 2026 at 05.00 p.m (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 31st July, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(1) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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.

Type of shareholders	Login Method
	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 with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
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
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   3.1) For CDSL: 16 digits beneficiary ID,

   3.2) For NSDL: 8 Character DP ID followed by 8 Digits Client ID, 3.3) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(7) After entering these details appropriately, click on "SUBMIT" tab.

(8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(10) Click on the EVSN for the relevant<Company Name>on which you choose to vote.

(11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(13) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(16) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(17) There is also an optional provision to upload BR / POA, if any, which will be made available to the scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address cs@smruthiorganics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. 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 atleast 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@smruthiorganics.com These queries will be replied to by the company suitably by email.

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

9. Only those shareholders, who are 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 available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like 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 cs@smruthiorganics.com.

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

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

4. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

5. All grievances connected with the facility for voting by electronic means may be addressed to helpdesk.evoting@ cdslindia.com or call toll free no. 1800 21 09911.

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

ITEM No 4:

The Board, on the recommendation of the Audit Committee, has approved the appointment of and remuneration payable to Shriniwas Diddi & Associates, Cost Accountants for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2027 on a Audit Fees of Rs 55000/- plus GST as applicable and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders 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.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

The Board recommends the Resolution for your approval.

ITEM No. 5:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved the appointment / change in designation of Ms. Smruthi Eaga (DIN: 09268342) from Non-Executive, Non-Independent Director to Whole-time Director, Executive, of the Company, for a period of 3 (three) years with effect from 1st June, 2026 up to 31st May, 2029, on the terms and conditions including remuneration as set out in the resolution, subject to the approval of the Members of the Company and the Central Government. Since at present Ms. Smruthi Eaga is not a resident of India as per the requirement prescribed under Schedule V to the Companies Act, 2013, approval of the Central Government has become necessary for her appointment as Whole-time Director of the Company.

Ms. Smruthi Eaga is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Whole-time Director of the Company. She shall be liable to retire by rotation.

This explanatory statement mentions the terms and conditions required to be disclosed in compliance with the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto. All other relevant details of Ms. Smruthi Eaga and information as required under Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are mentioned in **Annexure A** attached hereto.

Except Ms. Smruthi Eaga, being the appointee, and Mr. Purushotham Eaga and Mr. Swapnil Eaga, being her relatives, none of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

A brief profile of Ms. Smruthi Eaga (DIN: 09268342) is as under:

Ms. Smruthi Eaga holds a Bachelor of Science from Solapur University, Maharashtra and Master of Science in Pharmacy from Long Island University - New York, United States of America in 2011. Upon completing her studies, she joined Smruthi Organics Limited as a Business Development Executive, serving from July 2011 to February 2013. During this period, she contributed to the Company's early international business development efforts, gaining firsthand exposure to the pharmaceutical industry and its operational and commercial dynamics.

Following her initial tenure with the Company, Ms. Smruthi Eaga relocated to the United States, where she built a career spanning approximately six years across diverse industries such as Blue Shield of California First Republic Bank, Wells Fargo and Perficient, Inc. During this period, she worked as a Business Analyst in the information technology sector, engaging with clients across a wide range of industries. While this experience is outside the pharmaceutical domain, it has equipped her with strong analytical capabilities, structured problem-solving skills, and an ability to navigate complex, multi-stakeholder environments competencies that translate effectively into a senior leadership role.

Since February 2022, Ms. Smruthi Eaga has been appointed on the Company's Board as a Non-Executive (retiring) Director. In 34th Annual general Meeting held on 05th August 2023, members approved her appointment for handling International Marketing activities of the Company particularly in Central and South American Markets which involved identification, interaction , development and monitoring of customers for company's existing products as also for future introductions as the company may think appropriate and also payment of remuneration of USD 70000 per annum (at present Rs 62.22 lakhs) to her for handling such responsibilities.

In regulatory affairs, she has actively guided the Company's filings and compliance initiatives, including Drug Master File (DMF) submissions with the European Directorate for the Quality of Medicines & HealthCare (EDQM) and ANVISA (Brazil), and has contributed to the Company's successful effort in obtaining EU GMP approval. In international business development, she has supported the Company's efforts to build relationships in Latin American markets, bringing to bear her understanding of international regulatory frameworks and global client expectations.

The Board is of the view that Ms. Smruthi Eaga's appointment as Executive Director would be in the best interest of the Company. Her pharmaceutical academic background, combined with her analytical and client-facing experience in the United States and her demonstrated contributions as a Non-Executive Director, position her well for an executive role with broader operational responsibility. Looking ahead, the Company is pursuing regulatory approvals and market opportunities in the United States, where her educational background and familiarity with the US regulatory environment are expected to add significant value. The Board is confident that her relocation back to India will strengthen the Company's leadership and accelerate its strategic objectives across international marketing, business development, regulatory affairs, and quality assurance in regulated and semi-regulated markets globally.

Tenure

The appointment of Ms. Smruthi Eaga as the Whole time Director shall be valid for a period of three years from 01st June 2026 to 31st May 2029.

Remuneration

Salary of Rs 7,00,000/- (Rupees Seven Lakhs) per month. i.e. Rs 84,00,000 lakhs (Rupees Eighty-Four Lakhs) per annum plus allowances, benefits and perquisites as mentioned under the heading "Perquisites / Allowances".

Annual increase in remuneration not to exceed 15% of the relevant remuneration on such terms and other conditions as may be approved by the Board of Directors upon recommendation of the Nomination and Remuneration Committee and agreed to by Ms. Smruthi Eaga.

1. PERQUISITES/ ALLOWANCES:

1.1. Ms. Smruthi Eaga shall be entitled to house rent allowance or free furnished / unfurnished residential accommodation, with gas, electricity, water and furnishings, and such other allowances, benefits and perquisites as may be applicable to Executive Directors of the Company from time to time and the valuation of all perquisites shall be as per the provisions of the Income Tax Act, 1961.

1.2. Leave with full pay as per the rules of the Company.

1.3. Payment of medical expenses incurred in India or abroad, including hospitalisation, nursing home and surgical charges, for herself and her family.

1.4. Payment of actual travelling, lodging and boarding expenses for proceeding on leave from place of her residence to any place in India or abroad and return therefrom once in a year, for herself and her family.

1.5. Payment of Admission/ Annual membership fees for up to two clubs.

1.6. Personal accident insurance policy in accordance with the scheme applicable to senior executives of the Company.

1.7. A Company-maintained car with driver and communication facilities shall be provided to Ms. Smruthi Eaga for use in connection with the business of the Company, and the same shall not be considered as perquisites to the extent used for official purposes. Use of such facilities for personal purposes, if any, shall be valued in accordance with the provisions of the Income-tax Act, 1961 and the rules made thereunder.

2. Provident Fund, Gratuity and Leave Encashment

Ms. Smruthi Eaga shall also be entitled to contribution to provident fund, gratuity and encashment of un availed leave, as per the rules of the Company, and the same shall not be included in the computation of ceiling on remuneration or perquisites to the extent permissible under Schedule V to the Companies Act, 2013.

3. Commission

Commission, in addition to salary, perquisites and allowances calculated with reference to the Net Profits of the Company for Particular Financial Year, subject to overall ceiling laid down under provisions of Section 197 of the Companies Act, 2013, as the Remuneration Committee / Board of Directors may decide in their absolute discretion.

4. Minimum Remuneration

In the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to Ms. Smruthi Eaga for her entire term subject to such other approvals as may be necessary.

The Board of Directors shall have the power to effect any variations, alterations or modifications in future in respect of the aforesaid terms of appointment and remuneration of Ms. Smruthi Eaga as per provisions of the Companies Act, 2013 or any statutory approvals, substitutions or re-enactment's thereof, as may be agreed to by the Board of Directors upon recommendation of the Nomination and Remuneration Committee and Ms. Smruthi Eaga.

5. Memorandum of Interest

Except the appointee, Mr. Purushotham Eaga and Mr. Swapnil Eaga are concerned or interested in the resolution. No other Key Managerial Personnel or their relatives are concerned or interested in the resolution.

6. General Terms of Appointment

The appointee shall not divulge any confidential information concerning the company and not undertake any activities which shall adversely affect interests of the company.

7. Termination

Appointment terminable with 3 month's notice from either side.

Appointment to terminate if the concerned Director ceases to hold the Directorship for any reasons.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

1 GENERAL INFORMATION:

1.1	Nature of Industry	The Company is a manufacturer of bulk drugs, drug intermediates, fine chemicals & specialty chemicals.
1.2	Date of commencement of commercial production	The Company commenced commercial Production from December 1990.
1.3	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable
1.4	Financial Performance based on given indicators	
5	Foreign investments or collaborations, if any	Not Applicable

Financial Performance based on given indicators (1.4):

Particulars	**Rs in Lakhs**
Net Sales & Other Income	10209.06
Less: Total expenses	9696.37
Profit/(Loss) before exceptional items and tax :	512.69
Less: Statutory impact of new Labour Codes:	46.26
Profit/ (loss) before tax:	466.43
Less: Tax Expense	123.86
Profit/ Loss after Tax	342.57

2 INFORMATION ABOUT THE APPOINTEE:

2.1	Background details	Refer brief profile section in the explanatory statement No 5.
2.2	Past Remuneration	Rs 62.22 lakhs per annum
2.3	Job Profile and her suitability	Refer brief profile section in the explanatory statement No 5.
2.4	Recognition or awards	Refer brief profile section in the explanatory statement No 5.
2.5	Remuneration proposed	The remuneration proposed is detailed in the resolution given under Item No. 5.
2.6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Considering the responsibility shouldered by her, proposed remuneration is commensurate with Industry standards and Board level positions held in similar sized companies and similarly held position.
2.7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:	Not Applicable except to the extent of proposed remuneration

3. OTHER INFORMATION:

3.1	Reasons for Losses / Inadequate profits	The profitability of the Company was affected mainly due to lower sales revenue, geopolitical uncertainties in key markets, lower off-take by major customers towards the end of the year, increase in employee benefit expenses depreciation, and the exceptional charge relating to the statutory impact of the new Labour Codes. However, the impact was partly mitigated by reduction in raw material consumption, finance costs and other expenses during the year.
3. 2	Steps taken or proposed to be taken for improvement	The Company is making focused efforts to increase its sales in overseas markets, where better realisations are expected as compared to domestic sales. The Company is also exploring and undertaking backward integration measures with a view to reducing dependence on external raw material sources, controlling raw material costs and improving operating margins. Further, at its state of the art , DSIR approved R & D Laboratory at Hyderabad , the Company continues to focus on cost optimisation, operational efficiencies, better capacity utilisation and improvement in input/ output ratio in the coming years.

3. 3	Expected increase in productivity and profits in measurable terms	The steps taken by the Company are expected to improve sales realisations, reduce input costs and enhance productivity and operational efficiency, which shall result in improvement in profitability in near future. However, the actual increase in productivity and profits will depend upon various factors, including market conditions both domestic and overseas, raw material prices, demand scenario, customer off-take and export realisations. Accordingly, the expected increase cannot be quantified with certainty at this stage.

4. DISCLOSURES:

The information in respect of Remuneration including performance criteria, service contract, notice period details if any have been given in the Corporate Governance Report.

By Order of the Board of Directors

Urvashi Khanna
Company Secretary
Membership No ACS:46544

Place : Solapur
Date : 13th May, 2026

Annexure – A

Disclosure required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

Name	Mr. Swapnil Eaga	Ms. Smruthi Eaga
Director Identification Number	01241535	09268342
Age	42	39
Date of first Appointment on the Board	06/04/2009	12/02/2022
Qualifications	B.S. (Chem) USA & MBA (Finance), Spain	BSC from Solapur University , Maharashtra and MS in Pharmacy from Long Island University , New York, United States of America.
Brief Resume / Experience in Specific Functional Area	Technical, Business Development, accounts, costing, MIS & Finance	Experience in pharmaceutical business development, international marketing, business analysis and technical and regulatory affairs.
Terms and Conditions of Appointment / Re-appointment	Liable to retire by rotation	Liable to retire by rotation
Details of remuneration sought to be paid	Rs 120 lakhs per annum	Rs 84 lakhs per annum plus allowances, benefits and perquisites
Last drawn remuneration	Rs 120 lakhs per annum	Rs 62.22 lakhs per annum
Relationship with other Directors and Key Managerial Personnel	Son of Mr. Purushotham Eaga, MD and Brother of Ms. Smruthi Eaga, Non Executive Director	Daughter of Mr. Purushotham Eaga (Chairman and Managing Director) and sister of Mr Swapnil Eaga (Joint Managing Director)
Directorship in other Companies	1	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairman/Member in the Committees of the Boards of other Listed Companies	1	Nil
No. of Shares held in the Company	600144	89702
Number of meetings of the Board attended during the year	4	4