Regd. Office:
2nd Floor, A-3 Shree Ganesh Nagar Housing Society,
Ramakaka Temple Road, Chhani, Vadodara-391740
Ph. : 0265 - 2773672, 2773535
Factory:
F-86 to F-90, RIICO Industrial Area,
Swaroopgunj, Dist. Sirohi, Rajasthan - 307023

KOTYARK INDUSTRIES LIMITED
YAMUNA BIO ENERGY PVT. LTD. AMALGAMATED WITH KOTYARK INDUSTRIES LTD. VIDE NCLT ORDER DT. 12.12.2023

E-mail : info@kotyark.com, kipl7722@gmail.com,
Website : www.kotyark.com
CIN : L24100GJ2016PLC094939 • GST : 08AAGCK3927K1Z7

Date: July 31, 2026

To, Listing Department **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (E), Mumbai-400051	To, Listing Department **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001

Subject: Notice of 10th Annual General Meeting.

Ref.: Kotyark Industries Limited | ISIN: INE0J0B01017 **| NSE Symbol:** KOTYARK **| BSE Scrip Code:** 544726
===

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of 10th Annual General Meeting dated July 30, 2026 (“the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolutions as set out in the notice, in respect of 10th **Annual General Meeting** of the Members of **M/s. Kotyark Industries Limited** (“the company") to be held on Saturday, August 22, 2026, at 11.30 A.M through Video Conference **(VC)** or Other Audio Visual Means **(OAVM).**

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company/Depositories, as on July 24, 2026.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

Commencement of e-voting: 9:00 a.m. (1ST) on Wednesday, August 19, 2026
End of e-voting: 5:00 p.m. (1ST) on Friday, August 21, 2026

The Notice is also available on the Company's website at www.kotyark.com

You are requested to take the same on your records.

Thanking You,

For, Kotyark Industries Limited

BHAVESH B NAGAR
Digitally signed by BHAVESH B NAGAR
Date: 2026.07.31 19:09:52 +05'30'

Bhavesh Nagar
Company Secretary & Compliance Officer
Membership No: A62546

Encl.: A/a

NOTICE OF 10th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **10th ANNUAL GENERAL MEETING** of the Members of **M/s. KOTYARK INDUSTRIES LIMITED** will be held on **Saturday, August 22, 2026 at 11:30 A.M. (IST)** through Video Conferencing / Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE STATUTORY AUDITORS THEREON.**

   In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION**:

   "RESOLVED THAT the Audited Standalone financial statement of the Company for the financial year ended on March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND THE REPORT OF THE STATUTORY AUDITORS THEREON:**

   In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION**:

   "RESOLVED THAT the Audited Consolidated financial statement of the Company for the financial year ended on March 31, 2026 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

3. **TO DECLARE FINAL DIVIDEND OF ₹ 5.00/- (RUPEE FIVE ONLY) PER EQUITY SHARES OF FACE VALUE ₹ 10/- EACH FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2026:**

   In this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

   "RESOLVED THAT a Final Dividend of ₹ 5.00 (Rupee Five Only) per Equity Share for 1,02,79,116 Equity shares of ₹ 10.00 (Rupees Ten Only) each fully paid up of the Company be and is hereby declared for the financial year ended March 31, 2026, as recommended by the Board of Directors of the Company in its meeting held on April 27, 2026 and the same be paid out of the profits of the Company for the financial year ended March 31, 2026."

   RESOLVED FURTHER THAT the dividend be paid to the members of the Company whose names appear in the Register of Members / list of Beneficial Owners as on the Record Date, out of the profits of the Company for the said financial year.

   RESOLVED FURTHER THAT pursuant to the approval of the Members accorded through Postal Ballot on June 15, 2026 for the issue of Bonus Equity Shares in the ratio of 10:1 (Ten Bonus Equity Shares for every One existing Equity Share held), in the event the Bonus Equity Shares are allotted before the payment of the aforesaid Final Dividend, the aggregate dividend payout of ₹5,13,95,580 (Rupees Five Crore Thirteen Lakh Ninety-Five Thousand Five Hundred Eighty Only) approved under this Resolution shall remain unchanged, and the dividend payable per Equity Share shall stand proportionately adjusted on the expanded paid-up equity share capital. The Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to determine the revised dividend payable per Equity Share and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution."

4. **TO APPOINT DIRECTOR IN PLACE OF MRS. DHRUTI MIHIR SHAH (DIN: 07664924) WHOLE TIME DIRECTOR OF THE COMPANY, WHOSE OFFICE IS LIABLE TO RETIRE BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT:**

Explanation: In accordance with the provisions of Section 152 of the Companies Act, 2013, one-third of the Directors (excluding Independent Directors) are liable to retire by rotation at every Annual General Meeting. Accordingly, Mrs. Dhruti Mihir Shah (DIN: 07664924), Whole time Director, retires at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

The Nomination and Remuneration Committee and the Board of Directors, based on her performance evaluation and considering her valuable contribution to the growth and governance of the Company, have recommended her re-appointment.

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mrs. Dhruti Mihir Shah (DIN: 07664924), who retires by rotation and, being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**"**

5. TO APPOINT M/S. TALATI & TALATI LLP, CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Talati & Talati LLP, Chartered Accountants (ICAI Firm Registration No. 110758W/W100377), Ahmedabad, be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. Manubhai & Shah LLP, Chartered Accountants (ICAI Firm Registration No. 106041W/W100136), Ahmedabad, to hold office from the conclusion of this 10th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket and travelling expenses, as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee of Directors thereof, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO RATIFY THE APPOINTMENT OF M/S. MITTAL V. KOTHARI & ASSOCIATES, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITOR 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 Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the Board of Directors, the Members do hereby ratify and confirm the appointment of M/s. Mittal V. Kothari & Associates, Practicing Company Secretaries (COP No. 17202) (Peer Review Certificate No. 4577/2023) as the Secretarial Auditor of the Company for the term of five (5) consecutive financial years commencing from Financial Year 2025–26 up to Financial Year 2029–30, which appointment was approved by the Members through Postal Ballot by passing an Ordinary Resolution on Thursday, April 23, 2026, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor from time to time."

RESOLVED FURTHER THAT the approval of the Members be and is hereby accorded to the Board of Directors to avail or obtain from the Secretarial Auditor such other services, certificates, reports or opinions as the Secretarial Auditor may be eligible to provide or issue under the applicable laws, on such terms and remuneration as may be mutually agreed.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be necessary, desirable or expedient for giving effect to this Resolution.**"**

SPECIAL BUSINESS

7. APPROVAL FOR GIVING LOANS OR GUARANTEES OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary and in supersession of all the earlier resolutions passed in this regard, if any, the consent of members of the Company, be and is, hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding ₹ 250.00 Crore (Rupees Two Hundred Fifty Crore Only) at any point of time, during the financial year 2026-27 and thereafter, on such terms and conditions as the Board may, in its absolute discretion, deem fit and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans/Guarantees/Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

RESOLVED FURTHER THAT the powers be delegated to the Board of the Company and the Board is hereby authorized to negotiate, finalise agree the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary and incidental including signing and/or execution of any deeds /documents /undertakings /agreements /papers / writings for giving effect to this Resolution.**"**

8. TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all earlier resolutions passed by the Members of the Company in this regard, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to Make investment and acquire by way of subscription, purchase or otherwise, securities of any other body corporate and/or in trust, and Give loan to any person or body corporate or give any guarantee or provide security in connection with a loan to any other person or body corporate, provided that the aggregate amount of such investments, loan given, guarantee and securities provided so far and loan to be given, guarantee and securities to be provided and investment to be made at any time shall not exceed ₹500.00 Crore (Rupees Five Hundred Crore Only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee thereof) be and is hereby authorised to determine the terms and conditions of such investments, loans, guarantees and securities, to negotiate, finalise and execute all agreements, deeds, documents, undertakings, declarations, writings and other instruments, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution."

9. TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT in supersession of all earlier resolution(s) passed by the Members of the Company in this regard, pursuant to the Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("the Act"), if any, read with the rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other law as may be applicable, the consent of the shareholders be and is hereby accorded for authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution) to borrow monies as and when required, from any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/entity/entities and/or authority/authorities and/or through fixed rate notes, syndicated loans, debentures, commercial papers, floating rate notes, suppliers credit, any other securities or instruments, such as financial agencies and/or by way of commercial borrowings from the private short term loans or any other instruments etc. and/or through credit from financial institution, either in rupees or in such other foreign currencies as may be deemed appropriate for the purpose of business of the Company, notwithstanding the fact that the monies so borrowed and the monies to be borrowed from time to time apart from temporary loans obtained by the Company exceed the aggregate of the paid up capital of the Company and its free reserves i.e. reserves not set apart for any specific purpose, provided that the total outstanding amount of such borrowings, along with money already borrowed, shall not exceed the sum of ₹ 750.00 Crores (Rupees Seven Hundred Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors (including any Committee of the Board) and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be;

RESOLVED FURTHER THAT duly certified copies of the above resolution be furnished to any government, statutory or regulatory authority as may be required from time to time."

10. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLEPROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

To consider and if thought fit, to pass, 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 ("Act") read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the Securities and Exchange Board of India regulations, if any, the Memorandum and Articles of Association of the Company and in supersession of all earlier resolutions passed in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board) to create such mortgages, charges, hypothecation, pledges or other encumbrances, in addition to the existing charges, on all or any part of the movable and/or immovable properties of the Company, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, in such form, manner and ranking, whether exclusive, pari passu, subordinate or otherwise, as the Board may deem fit, in favour of any bank(s), financial institution(s), investment institution(s), lender(s), trustee(s), debenture trustee(s), security trustee(s), agent(s) or any other person(s) providing financial assistance to the Company, to secure the repayment of any loan(s), borrowing(s), financial assistance, debentures or other credit facilities availed or to be availed by the Company, together with interest, additional interest, compound interest, commitment charges, costs, expenses, trustees' remuneration and all other monies payable by the Company in respect thereof, provided that the aggregate amount secured by such charges shall not exceed the borrowing limits approved by the Members under Section 180(1)(c) of the Act from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such security, including the ranking of charges as first charge, second charge, pari passu charge, subordinate charge or otherwise, in consultation with the respective lender(s), trustee(s) or financial institution(s), as may be considered necessary or expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise, execute and deliver all such deeds of mortgage, deeds of hypothecation, security documents, agreements, declarations, undertakings and other writings, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including settling any questions, difficulties or doubts that may arise in this regard."

11. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SUBSIDIARY COMPANY "KOTYARK BIO SPECIALITIES LIMITED:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to Regulations 2(1)(zc) and 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 188 of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the Company's Policy on Related Party Transactions, and subject to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include any Committee thereof or any Director/Officer authorised by the Board) to enter into and/or continue entering into contract(s), arrangement(s), or transaction(s) with Kotyark Bio Specialities Limited, a subsidiary and related party of the Company, as detailed in the Explanatory Statement annexed hereto, for an aggregate value not exceeding ₹250 Crore (Rupees Two Hundred Fifty Crore Only), provided that all such transactions are undertaken in the ordinary course of business and on an arm's length basis, and that the Board is hereby fully authorised to execute all necessary agreements, delegate powers, make regulatory filings, and do all such acts, deeds, and things as may be necessary to give full effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof, finalising and executing all necessary agreements, contracts, deeds, writings and other documents, filing applications and making representations before the appropriate authorities, and to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard or incidental thereto, without requiring any further approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this Resolution to any Committee of the Board or to any Director(s), Key Managerial Personnel, Officer(s) or Authorised Representative(s) of the Company, as may be deemed necessary or expedient for the purpose of giving effect to this Resolution.**"**

12. APPROVAL OF REMUNERATION OF RELATED PARTY, MR. BRIJKUMAR GAURANG SHAH, HOLDING OFFICE OR PLACE OF PROFIT IN 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 Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be required, consent of the Members of the Company be and is hereby accorded for the revision in remuneration payable to Mr. Brijkumar Gaurang Shah, Chief Production Executive of the Company, who is a relative of a Director and a related party within the meaning of Section 2(76) of the Act, to an amount not exceeding ₹42,00,000/- (Rupees Forty-Two Lakhs Only) per annum, effective for the period commencing from the conclusion of the 10th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, and that the Board of Directors (including any Committee or authorised officer) be and is hereby fully authorised to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT the said remuneration has been recommended by the Nomination and Remuneration Committee, reviewed by the Audit Committee, and approved by the Board of Directors of the Company ("the Board"), and the Board (including any Committee thereof) be and is hereby authorized to finalize, vary, alter, or modify the terms and conditions of the remuneration, from time to time, in accordance with the provisions of the Act and rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, including filing of requisite forms and returns with the Registrar of Companies, as may be necessary, expedient or incidental to give effect to this resolution."

Registered office:
2nd Floor, A-3 Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara-391740

For and on behalf of Board of Directors
For, Kotyark Industries Limited

Sd/-
Dhruti M. Shah
Whole time Director & Chief Financial Officer
DIN:07664924

Sd/-
Gaurang R. Shah
Chairman cum Managing Director
DIN: 03502841

Place: Vadodara
Date: July 30, 2026

IMPORTANT NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The 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 facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kotyark.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Wednesday, August 19, 2026 at 09:00 A.M. and ends on Friday, August 21, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, August 15, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?

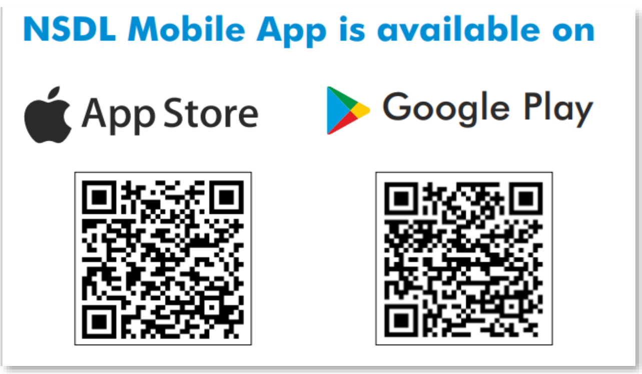
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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.** For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. **2.** 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. **3.** 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 **4.** 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. **5.** Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 

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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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.

How to Log-in to NSDL e-Voting website?

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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.co.in 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 cs@scsandcollp.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 (Name of NSDL Official) at evoting@nsdl.com .

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 info@kotyark.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 info@kotyark.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.com 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.

CONTACT DETAILS

Company	**Kotyark Industries Limited** A-3, 2nd Floor, Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara -391740, Gujarat. **Tel No.** +91 281 2581152, 95109 76156 **E-Mail ID:** info@kotyark.com | **Website :** www.kotyark.com
Registrar and Transfer Agent	**KFIN TECHNOLOGIES LIMITED** Selenium Tower-B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana-500032, **Contact No..:+** 91 40 6716 2222, 79611000 | **E-Mail Id :** einward.ris@kfintech.com
e-Voting Agency & VC / OAVM	**Email:** evoting@nsdl.com NSDL help desk 1800-222-990
Scrutinizer	**M/S. SCS AND CO. LLP** Ms. Anjali Sangtani, Partner (Membership No. F14118, CP NO. 23630) **Tel No.:** 079-40051702 | **Email:** cs@scsandcollp.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 10th AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the 10th AGM is same as the instructions mentioned above for remote e- voting.

2. Only those Members/ shareholders, who will be present in the 10th 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 10th 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 SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM

1. Member will be provided with a facility to attend the EGM/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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 info@kotyark.com

The same will be replied by the company suitably.

PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT

As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/ send their queries/questions in advance mentioning their name, demat account number/folio number, e-mail id, mobile number at info@kotyark.com Questions/queries received by the Company till 5:00 p.m. on Friday, August 14, 2026 shall only be considered and responded during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

INFORMATION ON DIVIDEND

1. It is to be noted that the Board of Directors of the Company, at its meeting held on April 27, 2026, had recommended a dividend of ₹ 5/- (Rupees Five Only) per Equity Share of face value of ₹ 10/- (Rupees Ten Only) each for the financial year ended March 31, 2026, on the pre-bonus paid-up equity share capital, subject to the approval of the Members at the ensuing Annual General Meeting ("AGM"). Consequent to the approval of the proposed Bonus Issue by the Members through postal ballot dated June 15, 2026, the said dividend, if approved at the ensuing AGM, shall be adjusted proportionately on the post-bonus paid-up equity share capital in such a manner that the overall dividend payout amount remains substantially unchanged.

2. Subject to approval of the Members at the AGM, the dividend will be paid within 30 days from the conclusion of the 10^{th} AGM, to the Members whose names appear on the Company's Register of Members as on the Record Date i.e Friday, August 14, 2026, and in respect of the shares held in dematerialized mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

3. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. In case the payment of dividend may not be made through electronic mode due to various reasons, Dividend warrants / demand drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details, after normalization of the postal service.

4. Shareholders are requested to register/ update their complete bank details with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialized mode by submitting the requisite documents.

5. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020/Income Tax Act, 1961 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical 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 info@kotyark.com by Saturday, August 15, 2026 Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

   Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing 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. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to info@kotyark.com.The aforesaid declarations and documents need to be submitted by the shareholders Saturday, August 15, 2026.

6. The Company has fixed Friday, August 14, 2026 as the 'Record Date' for determining entitlement of members to receive Final dividend for the FY 2025-26, if approved at the AGM. Those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Record Date shall be entitled for the dividend which will be paid on or before Monday, September 21, 2026, subject to applicable TDS.

7. Members are requested to note that, dividends if not encashed for a consecutive period of seven (7) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of which dividends are not encashed for the consecutive period of seven (7) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

8. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

EXPLANATORY STATEMENT

[PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER]

Item No.: 05

TO APPOINT M/S. TALATI & TALATI LLP, CHARTERED ACCOUNTANTS AS STATUTORY AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION: ORDINARY RESOLUTION

M/s. Manubhai & Shah LLP, Chartered Accountants (Firm Registration No. 106041W/W100136), were appointed as the Statutory Auditors of the Company at the conclusion of the 08th (Eighth) Annual General Meeting held on September 27, 2024, to hold office for a term of two (2) consecutive years. Accordingly, their present term of office shall expire at the conclusion of the 10th (Tenth) Annual General Meeting of the Company.

The Company has received a communication from M/s. Manubhai & Shah LLP stating that, upon completion of their present tenure at the conclusion of the forthcoming 10th (Tenth) Annual General Meeting, they do not wish to offer themselves for re-appointment as the Statutory Auditors of the Company for the next term. They have informed the Company that, considering their existing professional commitments and the logistical constraints arising from the location of the Company's operations, they would not be in a position to undertake the statutory audit of the Company for the subsequent term. The Board of Directors places on record its sincere appreciation for the valuable services rendered by M/s. Manubhai & Shah LLP during their tenure as the Statutory Auditors of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on July 30, 2026, recommended the appointment of M/s. Talati & Talati LLP, Chartered Accountants, Ahmedabad (Firm Registration No.110758W/W100377 and Peer Review Certificate No. 015841), as the Statutory Auditors of the Company to hold office from the conclusion of the 10th (Tenth) Annual General Meeting until the conclusion of the 11th (Eleventh) Annual General Meeting of the Company, at such remuneration as may be determined by the Board of Directors on the recommendation of the Audit Committee.

M/s. Talati & Talati LLP is a peer-reviewed firm of Chartered Accountants established in 1976, having over five decades of professional experience. The firm has offices across multiple locations in India and an international presence in Dubai (U.A.E.). It provides a wide range of professional services, including audit and assurance, taxation, transaction advisory, forensic audit, risk advisory, business valuation and corporate advisory services. The firm is empanelled with the Comptroller and Auditor General of India (C&AG) and various regulatory and financial institutions for undertaking statutory and specialized assignments and has a multidisciplinary team of partners and professionals with experience across diverse industry sectors.

The Audit Committee and the Board of Directors, after considering the qualifications, experience, expertise and professional credentials of M/s. Talati & Talati LLP, are of the opinion that the proposed appointment is in the best interests of the Company and its stakeholders.

The Company has received the written consent and certificate from M/s. Talati & Talati LLP confirming that they satisfy the criteria provided under Sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and that their appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Ordinary Resolution set out at Item No. 05 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

The Disclosure under Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given hereunder:

Proposed Statutory Audit fees payable to the Statutory Auditors

The remuneration payable to M/s. Talati & Talati LLP, Chartered Accountants, shall be determined by the Board of Directors based on the recommendation of the Audit Committee, in addition to reimbursement of applicable out-of-pocket expenses and taxes.

Terms of Appointment

From the conclusion of the 10th (Tenth) Annual General Meeting until the conclusion of the 11th (Eleventh) Annual General Meeting of the Company.

Basis of recommendation and Auditor credentials

The Audit Committee and the Board of Directors, after evaluating the qualifications, experience, expertise, industry knowledge, peer review status, independence and eligibility of M/s. Talati & Talati LLP, Chartered Accountants, recommended their appointment as the Statutory Auditors of the Company. The Board is of the view that the proposed appointment would enable the Company to benefit from the firm's professional expertise and extensive experience in statutory audit and assurance services.

Material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

There is no material change in the proposed remuneration payable to the incoming Statutory Auditors as compared to that paid to the outgoing Statutory Auditors. However, the Board of Directors, based on the recommendation of the Audit Committee, may revise the remuneration, if considered necessary, depending upon the scope of audit, changes in applicable laws or regulations, or any additional services to be rendered by the Statutory Auditors.

Item No.: 06

TO RATIFY THE APPOINTMENT OF M/S. MITTAL V. KOTHARI & ASSOCIATES, PRACTICING COMPANY SECRETARIES (COP NO. 17202), AS SECRETARIAL AUDITOR OF THE COMPANY FOR THE TERM COMMENCING FROM THE FINANCIAL YEAR 2025–26 UP TO THE FINANCIAL YEAR 2029–30: ORDINARY RESOLUTION

The Company migrated from the NSE Emerge Platform of the National Stock Exchange of India Limited to the Main Board of the National Stock Exchange of India Limited and BSE Limited with effect from March 12, 2026. Consequently, the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") became applicable to the Company.

Pursuant to Regulation 24A of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the recommendation of the Board of Directors, a listed entity is required to appoint or re-appoint:

(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or
(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders at the Annual General Meeting.

At the time of the Company's Annual General Meeting held on September 29, 2025, the Company was listed on the NSE Emerge Platform and, therefore, the provisions of Regulation 24A requiring shareholders' approval for the appointment of the Secretarial Auditor were not applicable. Accordingly, the Board of Directors, at its meeting held on January 29, 2026, appointed M/s. Mittal V. Kothari & Associates, Practicing Company Secretaries (COP No. 17202) (Peer Review Certificate No. 4577/2023) as the Secretarial Auditor of the Company for the Financial Year 2025–26 pursuant to the provisions of Section 204 of the Companies Act, 2013.

Subsequent to the Company's migration to the Main Board, the provisions of Regulation 24A of the SEBI Listing Regulations became applicable. Accordingly, based on the recommendation of the Audit Committee and the Board of Directors at their meeting held on March 24, 2026, the Members of the Company, by passing an Ordinary Resolution through Postal Ballot on Thursday, April 23, 2026, approved the appointment of M/s. Mittal V. Kothari & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from the Financial Year 2025–26 up to the Financial Year 2029–30.

In order to place the said appointment before the Members at the ensuing Annual General Meeting in accordance with Regulation 24A of the SEBI Listing Regulations, the Board of Directors recommends ratification and confirmation of the appointment of M/s. Mittal V. Kothari & Associates as the Secretarial Auditor of the Company for the aforesaid term.

Brief Profile

Ms. Mittal Kothari is the Proprietor of M/s. Mittal V. Kothari & Associates, Practicing Company Secretaries, and possesses more than eight years of professional experience in the areas of Company Law, LLP Law and SEBI Laws. She has extensive experience in advising listed entities on compliance with the SEBI Listing Regulations, SEBI

(Prohibition of Insider Trading) Regulations, corporate governance, secretarial audits, due diligence and various corporate law matters. She also advises private and public companies on corporate legal compliances and governance practices.

Term of Appointment

The Members had approved, through Postal Ballot on Thursday, April 23, 2026, the appointment of M/s. Mittal V. Kothari & Associates as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from the Financial Year 2025–26 up to the Financial Year 2029–30.

Remuneration

The remuneration payable to the Secretarial Auditor for the Secretarial Audit and such other certifications, reports or professional services as may be required under applicable laws shall be such as may be mutually agreed between the Board of Directors and the Secretarial Auditor from time to time, based on the nature and scope of services, expertise, time involved and prevailing industry practices.

Basis of Recommendation

The Audit Committee and the Board of Directors have considered the qualifications, experience, expertise, peer review status, independence and eligibility of M/s. Mittal V. Kothari & Associates in accordance with the provisions of the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations. The Board is satisfied that the firm possesses the requisite competence and experience to discharge the functions of the Secretarial Auditor of the Company.

M/s. Mittal V. Kothari & Associates has furnished its consent to act as the Secretarial Auditor of the Company and has confirmed that it satisfies the eligibility criteria prescribed under the Companies Act, 2013, the Rules made thereunder and the SEBI Listing Regulations, and that it is not disqualified from being appointed as the Secretarial Auditor of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 06 for ratification and confirmation by the Members.

Item No.: 07

APPROVAL FOR GIVING LOANS OR GUARANTEES OR PROVIDING SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

Pursuant to the provisions of Section 185 of the Companies Act, 2013 ("the Act"), a company may advance any loan, including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the Company is interested, as specified in the Explanation to Section 185(2) of the Act, subject to the approval of the Members by way of a Special Resolution and subject to such loans being utilised by the borrowing entity for its principal business activities.

In order to facilitate the business requirements of the Company's subsidiary companies, associate companies, joint ventures, group entities and/or any other person in whom any of the Directors of the Company is deemed to be interested as specified in the Explanation to Section 185(2) of the Act (collectively referred to as the "Entities"), it is proposed to authorise the Board of Directors to provide, from time to time, loans (including loans represented by book debts), guarantees and/or securities in connection with loans availed or proposed to be availed by such Entities, for an aggregate amount not exceeding ₹250 Crore (Rupees Two Hundred Fifty Crore Only) at any point of time, on such terms and conditions as the Board may deem fit.

The proposed loans, guarantees and/or securities shall be utilised by the respective borrowing entities solely for their principal business activities and other matters connected and incidental thereto, subject to the aggregate limits specified in Item No. 07 of the accompanying Notice.

The Board shall evaluate each proposal on its merits and may extend such financial assistance from the Company's internal accruals, borrowed funds or such other permissible sources as may be considered appropriate. The terms of such loans, guarantees or securities, including the rate of interest, tenure and other conditions, shall be determined by the Board from time to time in the best interests of the Company.

Accordingly, the approval of the Members is sought by way of a Special Resolution under Section 185 of the Companies Act, 2013, as set out at Item No. 07 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company and/or to the extent of their interest as director or member of the borrowing entity, wherever applicable.

The Board of Directors recommends the Special Resolution set out at Item No. 07 of the Notice for approval of the Members.

Item No.: 08

APPROVAL TO INCREASE THE THRESHOLD OF LOANS/GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

In order to make optimum use of the funds available with the Company and to achieve its long-term strategic and business objectives, the Board of Directors considers it desirable to have the flexibility to make investments, extend loans, provide guarantees and/or furnish securities to bodies corporate or other persons, as may be required from time to time, in the ordinary course of business and in accordance with the applicable provisions of law.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act"), a company cannot directly or indirectly:

- give any loan to any person or other body corporate;
- give any guarantee or provide any security in connection with a loan to any other body corporate or person; or
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, beyond the limits prescribed under Section 186 of the Act, unless the same is approved by the Members by way of a Special Resolution.

Accordingly, the approval of the Members is sought to authorise the Board of Directors to make investments, grant loans, provide guarantees and/or securities from time to time, up to an aggregate outstanding limit of ₹ 500 Crore (Rupees Five Hundred Crore Only), notwithstanding that the aggregate of such investments, outstanding loans, guarantees and securities may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

The proposed limit will enable the Company to meet its business requirements, support its subsidiaries, joint ventures, associate companies or other bodies corporate, undertake strategic investments and efficiently manage its business and financial affairs as opportunities arise.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 08 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 08 of the Notice for approval by the Members.

ITEM NO.: 09:

TO GIVE AUTHORITY TO THE BOARD TO BORROW MONEY IN EXCESS OF PAID-UP SHARE CAPITAL AND FREE RESERVES OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, borrow monies where the amount 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), exceeds the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Considering the existing and future business requirements, expansion plans, capital expenditure, working capital requirements and other funding needs of the Company, the Board considers it necessary to enhance the borrowing powers to enable the Company to raise financial resources as and when required.

Accordingly, approval of the Members is sought to authorise the Board of Directors to borrow monies, from time to time, from banks, financial institutions, bodies corporate or any other persons or entities, by way of loans, debentures, commercial papers or any other permissible instruments, up to an aggregate outstanding amount not exceeding ₹750 Crore (Rupees Seven Hundred Fifty Crore Only), notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The proposed borrowing limit is considered necessary to ensure adequate financial flexibility for the Company's present and future business operations.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 09 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 09 of the Notice for approval by the Members.

Item No.: 10

CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLEPROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013: SPECIAL RESOLUTION

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company cannot, except with the consent of the Members by way of a Special Resolution, create mortgages, charges, hypothecation, pledges or other encumbrances on the whole or substantially the whole of the undertaking of the Company where such security interest may be regarded as a disposal of the whole or substantially the whole of the undertaking within the meaning of the said section.

In the ordinary course of its business, the Company may avail or has availed various credit facilities, loans and other financial assistance from banks, financial institutions, investment institutions, lenders and other financing agencies. As a condition for sanctioning such financial assistance, the lenders may require the Company to create mortgages, charges, hypothecation, pledges or other security interests over the movable and/or immovable properties of the Company, both present and future, including the whole or substantially the whole of the undertaking(s) of the Company, together with such rights as may be agreed between the Company and the respective lenders under the financing documents.

Accordingly, approval of the Members is sought by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorise the Board of Directors of the Company to create such mortgages, charges, hypothecation, pledges or other encumbrances, in favour of banks, financial institutions, investment institutions, lenders, trustees, security trustees, debenture trustees or any other persons providing financial assistance to the Company, to secure the borrowings and other credit facilities availed or to be availed by the Company, provided that the aggregate amount secured by such charges shall not exceed the borrowing limits approved by the Members under Section 180(1)(c) of the Act, i.e., ₹750 Crore (Rupees Seven Hundred Fifty Crore Only) or such other limit as may be approved by the Members from time to time.

Accordingly, the approval of the Members is sought by way of a Special Resolution as set out at Item No. 10 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

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

Item No.: 11

TO APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTIONS WITH SUBSIDIARY COMPANY "KOTYARK BIO SPECIALITIES LIMITED": ORDINARY RESOLUTION

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), prior approval of the Members of the Company by way of an Ordinary Resolution is required for entering into material related party transactions.

SEBI, vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 ("Circular"), has mandated listed entities to follow the Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for approval of Related Party Transactions" ("RPT Industry Standards"). The said Industry Standards prescribe the information required to be placed before the Audit Committee and the Members for approval of material Related Party Transactions.

Kotyark Bio Specialities Limited ("KBSL") is a subsidiary of the Company and is a related party within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Companies Act, 2013.

The Company, in the ordinary course of its business, proposes to enter into and/or continue to enter into various transactions with KBSL, including the following operational engagements

a) sale, purchase or supply of goods and materials,
b) availing or rendering of services,
c) Loans and Advances including Inter Corporate Deposits
d) other transactions permissible under applicable laws including Reimbursement of Expenses

These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis.

The Management has placed before the Audit Committee all the relevant details as required under the RPT Industry Standards. After considering the necessity, nature, terms and pricing methodology of the proposed transactions, the Audit Committee has granted its approval for entering into the proposed Related Party Transactions with KBSL for an aggregate value not exceeding ₹ 250 Crore during the Financial year 2026-27.

The proposed Related Party Transactions are necessary, normal and incidental to the business of the Company and are expected to facilitate efficient business operations, optimum utilisation of resources and operational synergies between the Company and its subsidiary. The proposed transactions are in the best interests of the Company and are not prejudicial to the interests of the public shareholders.

The Members' approval sought for the Material Related Party Transactions with KBSL shall remain valid for the Financial year 2026-27.

The Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, all related parties (whether such related party is a party to the particular transaction or not) shall abstain from voting on the resolution approving the Material Related Party Transactions.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out at Item No. 11 of the accompanying Notice for approval of the Members.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 11

Except to the extent of their shareholding and/or directorship in the Company and/or Kotyark Bio Specialities Limited, if any, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 11 of the accompanying Notice.

Information required to be disclosed in the Explanatory Statement for Item No. 11 pursuant to SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 on RPT Industry Standards read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, are as follows:

Part A: Minimum information of the proposed RPT

A(1) Basic details of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1	Name of the Related Party	Kotyark Bio Specialities Limited
2	Country of incorporation of the Related Party	India
3	Nature of business of the Related Party	Manufacture, processing, job work, trading, import, export and dealing in glycerine, free fatty acids, heavy and light chemicals, specialty chemicals, laboratory and scientific chemicals, chemicals for pharmaceutical and agricultural industries, fertilizers, petrochemicals, industrial chemicals and allied products.

A (2) Relationship and ownership of the Related Party

Sr. No.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the Related Party – including nature of its concern (financial or otherwise)	Subsidiary of Company
2.	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the Related Party.	The Company holds 81.63 % equity share capital (directly) in Kotyark Bio Specialities Limited.
3.	Where the Related Party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary).	Not Applicable
4.	Shareholding of the Related Party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).	Nil

A(3)Details of previous transactions with the Related Party

<table>
<tr><th>Sr. No.</th><th>Particulars of the information</th><th>Information provided by the Management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the Company with the Related Party during the last financial year.</td><td>FY 2025 – 26
<table>
<tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (In ₹ Crore)</th></tr>
<tr><td>1</td><td>Sale of Goods</td><td>4.53</td></tr>
<tr><td>2</td><td>Purchase of Goods</td><td>28.73</td></tr>
<tr><td>3</td><td>Unsecured Loan taken (Repaid)</td><td>2.35</td></tr>
<tr><td>4</td><td>Interest paid</td><td>0.9</td></tr>
</table></td></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the Company with the Related Party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Not Applicable</td></tr>
<tr><td>3</td><td>Any default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or</td><td>No</td></tr>
</table>

	arrangement entered into with the listed entity or its subsidiary during the last financial year.	

A(4) Amount of the proposed transaction(s)

Sr. No.	Particulars of the information	Information provided by the Management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	FY 2026-27 **Sr. No.** / **Nature of Transactions** / **Amount (In ₹ Crore)** **1** Sale of Goods – 80.00 **2** Purchase of Goods, – 80.00 **3** Loans and Advances, borrowings including interest and Inter Corporate Deposit – 80.00 **4** availing or rendering of services – 5.00 **5** other transactions permissible under applicable laws including Reimbursement of Expenses – 5.00 **Total** – **250**
2	Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current financial year would render the proposed transaction a material RPT?	Yes, the proposed transaction is a material Related Party Transaction ("RPT") under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	79.40% (₹250 Crore as a percentage of the Company's annual consolidated turnover of ₹314.87 Crore for FY 2025-26)
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5	Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding financial year, if available.	484.21%
6	Financial performance of the Related Party for the immediately preceding financial year	FY 2025-26 **Particulars** / **Amount (In ₹ Crore)** Turnover – 51.63 Profit / (Loss) after Tax – 3.24 Net Worth – 22.76

A(5) Basic details of the proposed transaction

Sr. No.	Particulars of the information	Information provided by the Management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	<table><tr><th>Sr. No.</th><th>Nature of Transactions</th><th>Amount (In ₹ Crore)</th></tr><tr><td>1</td><td>Sale of Goods</td><td>80.00</td></tr><tr><td>2</td><td>Purchase of Goods,</td><td>80.00</td></tr><tr><td>3</td><td>Loans and Advances, borrowings including interest and Inter Corporate Deposit</td><td>80.00</td></tr><tr><td>4</td><td>availing or rendering of services</td><td>5.00</td></tr><tr><td>5</td><td>other transactions permissible under applicable laws including Reimbursement of Expenses</td><td>5.00</td></tr><tr><td colspan="2">Total</td><td>250</td></tr></table>
2	Details of each type of the proposed transaction	• sale, purchase or supply of goods and materials, • availing or rendering of services, • Loans and Advances including Inter Corporate Deposits • Interest on Loans and Advances and • other transactions permissible under applicable laws including Reimbursement of Expenses
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the conclusion of the 10th Annual General Meeting until the conclusion of the 11th Annual General Meeting of the Company (approximately 12 months).
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. (If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.)	₹ 250 Crore
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions are necessary for the efficient conduct of the Company's business and its subsidiary's operations. They will facilitate operational synergies, optimum utilisation of resources, business continuity and efficient execution of manufacturing, procurement, processing, sale, purchase and other commercial activities between the Company and Kotyark Bio Specialities Limited. The transactions are in the ordinary course of business, on an arm's length basis and are in the best interests of the Company and its stakeholders.
7	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	None of the Directors, Key Managerial Personnel or Promoters of the Company, or their respective relatives, are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Brij Shah, being a Director of Kotyark Bio Specialities Limited and a member of the Promoter Group of the Company, and Mr. Akshay Jayrajbhai Shah, being an Independent Director of the

		Company and a Director of Kotyark Bio Specialities Limited, to the extent of their respective directorships, shareholding, if any, and other interests arising out of their association with the Company and Kotyark Bio Specialities Limited.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable. The proposed transactions are to be undertaken in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology, or such other appropriate benchmarking mechanism, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.
9	Other information relevant for decision making.	NIL

PART B: Details of Specific Transactions

B(1) Specific disclosure in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

Sr. No.	Particulars of the information	Information provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed transactions are between the Company and its subsidiary, Kotyark Bio Specialities Limited, and are undertaken based on business requirements, operational efficiencies and commercial considerations. Accordingly, no bidding process is applicable.
2	Basis of determination of price.	The pricing of the proposed transactions shall be determined on an arm's length basis, having regard to prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: **a.** Amount of Trade advance **b.** Tenure **c.** Whether same is self-liquidating?	Not Applicable

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: **a.** Nature of indebtedness **b.** Total cost of borrowing **c.** Tenure **d.** Other Details	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will

		adhere to arm's length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required.
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	[redacted]* per annum.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate shall be determined on an arm's length basis, taking into account the prevailing market lending rates, the Company's cost of borrowing, the credit profile of the borrower, tenure and other commercial terms of the transaction. The rate of interest shall not be lower than the cost of borrowing of the Company at the time of the transaction.
1)	Maturity / due date	The amount shall be repayable on demand, without any predetermined repayment schedule or tenure.
2)	Repayment schedule & terms	Repayable on demand, as and when called upon
3)	Whether secured or unsecured?	Unsecured
4)	If secured, the nature of security & security coverage ratio	Not Applicable
5)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The Funds will be utilized for general business and operational requirements

**Reducted*

Part C: Specific type of the transaction where proposed RPT is material

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

Sr. No.	Particulars of the information	Information provided by the Management
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following:	No
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	No
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation	No
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. FY 2024-2025 FY 2023-2024 FY 2022-2023	No

Other Information

Sr. No.	Particulars	Details
1	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	The proposed transactions with Kotyark Bio Specialities Limited, a subsidiary of the Company, are intended to facilitate the efficient conduct of business, operational synergies and optimum utilisation of resources within the Group. The transactions are in the ordinary course of business and on an arm's length basis. The pricing for such transactions shall be determined based on prevailing market prices, comparable uncontrolled prices, negotiated commercial terms, cost-plus methodology or such other generally accepted pricing methodology, wherever applicable. Reimbursements and recoveries, if any, shall be on an actual cost basis.
2	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the listed entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the Managing Director and the Chief Financial Officer of the Company, as required under the RPT Industry Standards.
3	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members	The proposed Material Related Party Transactions have been approved by the Audit Committee and the Board of Directors recommends the Ordinary Resolution for approval by the Members.
4	Web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not Applicable
5	Affirmation that the Audit Committee and Board of Directors, while providing information to the Members, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the Members for informed decision making	The Audit Committee and the Board of Directors confirm that all information necessary for the Members to make an informed decision has been provided in this Notice and that any commercially sensitive information has been appropriately redacted, wherever considered necessary, without affecting the completeness of the disclosures.
6	Any other information that may be relevant	Not Applicable

Item No.: 12

APPROVAL OF REMUNERATION OF RELATED PARTY, MR. BRIJKUMAR GAURANG SHAH, HOLDING OFFICE OR PLACE OF PROFIT IN THE COMPANY: ORDINARY RESOLUTION

Approval of Members is being sought for the remuneration paid to Mr. Brijkumar Gaurang Shah, Chief Production Executive of the Company, who is a related party within the meaning of Section 2(76) of the Companies Act, 2013 (“the Act”), and holds an office or place of profit under Section 188(1)(f) of the Act.

The existing remuneration payable to him exceeds ₹2,50,000 (Rupees Two Lakh Fifty Thousand) per month. As per the provisions of Section 188(1)(f) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, such remuneration requires the prior approval of the Members of the Company by way of an Ordinary Resolution, where the prescribed thresholds are crossed.

The Board of Directors, based on the recommendations of the Audit Committee and the Nomination and Remuneration Committee, has reviewed the terms of remuneration and is of the view that the same is justified considering Mr. Brijkumar Gaurang Shah’s role, responsibilities, performance, and the value he brings to the

Company. The remuneration has been determined in line with industry benchmarks, is on an arm's length basis, and is in the ordinary course of business.

The Board is also of the opinion that the continued association of Mr. Brij Shah with the Company will be beneficial and in the best interests of the Company and its stakeholders.

Disclosures as required under Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

a) **Name of the related party:**
Mr. Brijkumar Gaurang Shah

b) **Name of the director or key managerial personnel who is related, if any:**
Mr. Brijkumar Gaurang Shah, is son of the Gaurang R. Shah, Chairman cum Managing Director of the company

c) **Nature of relationship:**
Brijkumar Shah is a Chief Production Executive of the company and he is son of Gaurang R Shah which falls within the definition of "related party" under Section 2(76) of the Companies Act, 2013.

d) **Nature, material terms, monetary value and particulars of the contract or arrangement:**

- **Nature:** Payment of remuneration to Mr. Brijkumar Gaurang Shah in his capacity as Chief Production Executive of the Company.

- **Material Terms:** Remuneration reviewed and recommended by the Nomination and Remuneration Committee, Audit Committee, and approved by the Board of Directors, subject to shareholder approval.

- **Monetary Value:** Not exceeding ₹ 42,00,000.00 per annum (i.e., ₹ 3,50,000.00 per month), excluding of all perquisites and benefits w.e.f August 23, 2026.

- **Particulars:** Fixed salary and benefits as per the Company's HR policy, commensurate with the role and responsibilities assigned.

e) **Any other information relevant or important for the members to take a decision on the proposed resolution:**

- The remuneration was paid on an arm's length basis and in the ordinary course of business of the Company.

- The Audit Committee and Board consider the remuneration reasonable and in line with industry norms.

- His continued association is considered beneficial to the Company's operations.

- The transaction aligns with the Related Party Transactions Policy of the Company.

Except Mr. Brijkumar Gaurang Shah and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in Item No. 12 of the Notice for approval of the Members by way of an Ordinary Resolution.

Details of Directors seeking appointment/re-appointment at the 10th Annual General Meeting
Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of the General Meeting

Name of the Director	Mrs. Dhruti Mihir Shah
DIN	07664924
Designation	Whole-Time Director (Executive) & CFO
Date of Birth	September 01, 1990
Date of First Appointment	December 30, 2016
Date of Appointment in current terms	August 09, 2021
Terms and Conditions of Appointment / Re-appointment	In the 09th Annual General Meeting held on September 29, 2025, she was appointed as Whole-Time Director of the Company for second term of five (5) years commencing from August 9, 2026 to August 08, 2031, liable to retire by rotation
Qualifications	Master of Commerce and Master degree in Business Administration
Experience	Mrs. Dhruti Mihir Shah is Whole-Time Director of the Company and has an experience of over 12 years in the field of this industry. She has sound accounting and commercial knowledge. She brings to the Company her invaluable business acumen and the most critical experience of success.
No. of Equity Shares held in the Company as on date of this report	10,51,534 Equity Shares
Remuneration last Drawn	₹ 4,00,000.00 per month
Directorships held in public companies including deemed public companies	M/s. Kotyark Agro Private Limited
Memberships / Chairmanships of committees of public companies	Member of Stakeholders Relationship Committee of Kotyark Industries Limited.
No. of meetings attended during the F.Y. 2025-26	1. Board Meeting -19 out of total 19 2. Stakeholders Relationship Committee – 04 out of 04
Inter relationship	NIL
Listed entities from which the person has resigned in the past three years	-
Information as required pursuant to NSE Circular No. L1ST/COMP/14/2018- 19 and BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018	Mrs. Dhruti Mihir Shah is not debarred from holding the office of director pursuant to any SEBI order.