Kiri Industries Limited

Future Full of Colours.....

Date: September 03, 2026

To,	To,
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 **Scrip Code: 532967**	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051 **Scrip ID: KIRIINDUS**

Dear Sir/Madam,

Sub: Notice of 28th Annual General Meeting of the Company

In Compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that the 28th Annual General Meeting ("AGM") of the Company is scheduled to be held on **Tuesday, September 29, 2026 at 11.00 A.M.** through video conferencing ("VC"). Further, the Notice of the AGM alongwith the instructions for e-voting is being sent to all eligible shareholders through electronic mode.

We are enclosing herewith Notice of 28th AGM of the Company and the same is also available on website of the Company i.e. www.kiriindustries.com.

We request to kindly take the same on records.

Thanking you,

Yours faithfully,

For Kiri Industries Limited

GONDALIA
SURESH
SAVAJIBHAI

Digitally signed by GONDALIA SURESH SAVAJIBHAI
DN: c=IN, postalCode=380015, st=GUJARAT, street=21, BHAVI APARTMENT, ,156 NEHRU PARK, ,AHMADABAD,VASTRAPUR ,380015, l=AHMADABAD, o=Personal, serialNumber=61ef2e945d9b4545361118485ed828d8e6a17a5394d0cc83c0083d7fae6378bf, pseudonym=df3fa15041844632b83c6e37da8b7e34, 2.5.4.20=2ffb8407a32dbc76dc1756ccf827b5ded85b5aad67c9ece0e2e2eb8303f03eca, email=SURESH.GONDALIA@KIRIINDUSTRIES.COM, cn=GONDALIA SURESH SAVAJIBHAI
Date: 2026.09.03 16:44:05 +05'30'

Suresh Gondalia
Company Secretary
M. No. : F7306
Encl: As stated

DYES
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Email : engage@kiriindustries.com **Web :** www.kiriindustries.com

INTERMEDIATES
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CHEMICALS
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REGISTERED OFFICE : 7th Floor, Hasubhai Chamber, Opp. Town Hall, Ellisbridge, Ahmedabad – 380 006. Gujarat (India). Phone : + 91-79-2657 4371-72-73 Fax : + 91-79-2657 4374

CIN No. : L24231GJ1998PLC034094

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting **("AGM")** of the members of **KIRI INDUSTRIES LIMITED ("the Company")** will be held on Tuesday, September 29, 2026 at 11.00 A.M. through Video Conference **("VC")**, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements for the year ended on March 31, 2026, together with the reports of the Directors' and Auditors' thereon.
2. To re-appoint a Director in place of Mr. Manish Kiri (DIN:00198284), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To ratify the remuneration of Cost Auditors of the Company for the FY 2026-27.

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 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for payment of remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable tax and out of pocket expenses to M/s. V. H. Savaliya & Associates, Cost Accountants, who have been appointed by the Board of Directors of the Company (the "**Board**") at its meeting held on August 12, 2026, for audit of cost records for the Financial Year 2026-27 and the same be and is hereby ratified and confirmed by the members of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all acts, things, deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To issue warrants, convertible into equity shares on preferential basis to the Promoters and Members of the Promoter Group of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the BSE Limited and National Stock Exchange of India Limited (collectively, the "**Stock Exchanges**") on which the equity shares of the Company having face value of ₹ 10/- (Rupees Ten) each ("**Equity Shares**") are listed (collectively, "**Concerned Authorities**"), from time to time to the extent applicable, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Concerned Authorities and subject to such terms, conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, consents and permissions, which may be agreed by the Board of Directors of the Company (the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted or to be constituted by the Board to exercise its powers including the powers conferred by this resolution and key managerial personnel of the Company) and pursuant to the approval of the Board , the consent of the members of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis, in one or more tranches, up to 60,82,600 (Sixty Lakh Eighty-two Thousand and Six Hundred) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each ("**Warrants**") at an issue price of INR 475/- (Rupees Four Hundred and Seventy-Five Only) per Warrant, including a premium of INR 465/- (Rupees Four Hundred and Sixty-Five Only) per Warrant, payable in cash ("Warrants Issue Price"), aggregating up to INR 288,92,35,000/- (Rupees Two Hundred Eighty-Eight Crore Ninety-Two Lakh Thirty-Five Thousand Only), which may be converted or exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following Promoters and Members of the Promoter Group ("**Proposed Allottees/ Warrant Holders**"), in such manner and on such terms and conditions as set out herein and in the explanatory statement attached hereto and as may be determined by the Act, Chapter V of the SEBI ICDR Regulations and other applicable laws ("**the Preferential issue**").

Sr. No.	Name of Proposed Allottees/ Warrant Holders	Category	Number of Warrants proposed to be issued
1	Manishkumar P Kiri	Promoter	20,27,600
2	Anupama Manishkumar Kiri	Promoter Group	10,27,500
3	Hemil Manishkumar Kiri	Promoter Group	30,27,500
Total			**60,82,600**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of the issue price of the Warrants is Friday, August 28, 2026, the day preceding to the date i.e. August 30, 2026, 30 days prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT the Preferential issue of the Warrants and Equity Shares to be allotted upon exercise of rights attached to the Warrant(s) shall be subject to the following terms and conditions, apart from others as outlined in the explanatory statement annexed hereto and as prescribed under applicable laws:

i. the Warrant Holders shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.

ii. the Warrant Holders shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the issue price in terms of the SEBI ICDR Regulations and the balance 75% at the time of exercise of the right attached to the Warrant(s) to convert the Warrant(s) and subscribe to the Equity Shares(s) of the Company;

iii. the consideration for allotment of Warrants and/or Equity Shares arising out of exercising the right attached to the Warrant(s) shall be paid to the Company from the Bank account of the Warrant Holders;

iv. the Warrants shall be issued and allotted by the Company in Dematerialized form within a period of 15 (fifteen) days from the date of passing of a Special Resolution by the Members of the Company, provided that where the allotment of said Warrants is pending on account of pendency of any approval or permissions from any Concerned Authorities, the allotment shall be completed within the period of 15 days from the date of receipt of last of such approval or within such further period/s as may be prescribed or allowed by the Concerned Authorities;

v. the right attached to the Warrants may be exercised by the Warrant holders, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of Warrants by issuing a written notice ("**Conversion Notice**") to the Company by specifying the number of Warrants proposed to be converted and the date for the same. The company shall accordingly, without any further approval from the Members, issue and allot the corresponding number of Equity shares in dematerialised form to the Warrant Holders;

vi. in case the Warrant Holders fails to exercise its right against the outstanding Warrants to convert the same into Equity Shares of the Company within the said 18 (eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holders on such Warrants shall stand forfeited by the Company;

vii. the Equity Shares to be allotted on exercise of the rights attached to the Warrants shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and the provisions of the Memorandum and Articles of Association of the Company;

viii. the Equity Shares to be allotted on exercise of the rights attached to the Warrants will be listed and traded on the Stock Exchange(s), where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be;

ix. the entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per the provisions of Chapter V of the SEBI ICDR Regulations;

x. the Warrants allotted in terms of this resolution and the equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of Chapter V of SEBI ICDR Regulations;

xi. the Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend and voting rights) in the Company in respect of such Warrants.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer letter in Form PAS-4 along with application form, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient to the issue and allotment of the Warrants/ Equity Shares arising on exercise of rights attached to such Warrants, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

i. to issue and allot the Warrants and such number of equity shares upon exercise of the rights attached to the Warrants;

ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Concerned Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing and trading approval for the equity shares to be allotted upon exercise of the rights attached to the Warrants;

iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Warrant holders, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the relevant terms and conditions with respect to the issue and allotment of Warrants and/ or resultant equity shares, as may be required by any Concerned Authorities involved in or concerned with;

iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted upon exercise of the rights attached to the Warrants and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted upon exercise of the rights attached to the Warrants and listing of such equity shares on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;

vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted upon exercise of the rights attached to the Warrants on a preferential basis);

vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the Act, the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Director(s), or Committee of Director or Company Secretary or any officer(s) of the Company to give effect to the aforesaid resolution, including execution of any documents on behalf of the Company and to represent the Company before any Concerned Authorities and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

5. **To approve increase in Borrowing Powers of the Company in compliance of the provisions of Section 180 (1)(c) of the Companies Act, 2013.**

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

"**RESOLVED THAT** in supersession of all earlier resolution(s) passed, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), and relevant rules made thereunder including any statutory modification or re-enactment thereof and applicable provisions of the Foreign Exchange Management Act, 1999 ("FEMA Act") read with rules, regulations, directions made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the Memorandum of Association and the Articles of Association of the Company and pursuant to the approval of the Board of Directors (the "**Board**"), the consent of the members be and is hereby accorded to the Board for borrowing such sum(s) of monies (in foreign currency or Indian rupee), including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise, as it may consider fit for the existing and future business activities of the Company / its subsidiaries / associates / joint ventures, from time to time with or without security on such terms and conditions as it may deem fit and expedient in the interests of the Company / its subsidiaries / associates / joint ventures, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, its free reserves (that is to say, reserves not set apart for any specific purpose) and securities premium provided that the total amount so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any point in time shall not exceed the sum of ₹ 10,000 Crores (Rupees Ten Thousand Crores Only), over and above the aggregate, of the paid-up share capital and free reserves of the Company.

RESOLVED FURTHER THAT 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 including powers conferred by this resolution and key managerial personnel of the Company, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6. **To approve creation of Pledge/ Charge/ Mortgage/ Hypothecation/Assignment on the Assets of the Company under Section 180 (1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of all earlier resolution(s) passed, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), and relevant rules made thereunder and applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA Act**") read with rules, regulations, directions made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and pursuant to the approval of the Board of Directors (the **"Board**"), the consent of the members be and is hereby accorded to the Board to pledge, mortgage, hypothecate, assign, charge (by way of first, second or other subservient charge) and / or create security interest of every nature and kind whatsoever as may be necessary, in addition to the existing pledge, mortgages, hypothecation, assignment, charges and / or security interest created by the Company, on all or any movable or immovable, or tangible or intangible assets / properties or investments of the Company, both present and future, including pertaining to any one or more of the Company's units and/or the whole or part of any undertaking of the Company where so ever situated (the "**Undertaking**"), to or in favour of any financial institutions/ banks/ security trustees or other lending institutions / funds or overseas lenders or any other bodies corporate, to secure their respective rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments or any other financial assistance extended or as may be extended (the "**Borrowing**") by them to the Company and/ or its subsidiaries / associate companies from time to time, provided that the total amount of borrowings excluding interest thereon at the respective agreed rates, compound or additional interest, premium on pre-payment or on redemption, charges, costs, expenses and all other monies payable by the Company and/or its subsidiaries / associate companies to the aforesaid parties or any of them under the agreements entered into/ to be entered into by the Company and/or its subsidiaries / associate companies in respect of the said Borrowings, shall not exceed ₹ 10,000 Crores (Rupees Ten Thousand Crores Only) in the aggregate.

RESOLVED FURTHER THAT 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 including powers conferred by this resolution and key managerial personnel, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

7. **To approve increase in the limits for giving loans, guarantee and to provide security under Section 185 of the Companies Act, 2013.**

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

"**RESOLVED THAT** in supersession of all earlier resolution(s) passed and pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 (the "**Act**") and Rules made thereunder, and applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") read with rules, regulations, directions made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), and subject to such other consents, permissions, approvals, as may be required in that behalf, and in accordance with the Memorandum of Association and the Articles of Association of the Company and pursuant to the approval of the Board of Directors (the "**Board**"), the consent of the members be and is hereby accorded to the Board to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiaries or associates of the Company or any other person/entity in whom any of the Directors of the Company is interested/deemed to be interested, up to a limit not exceeding ₹ 15,000 Crores (Rupees Fifteen Thousand Crores Only) in the aggregate from time to time, in one or more tranches in their absolute discretion as may be deemed beneficial and in the interest of the Company, on such terms and conditions as the Board may consider fit and proper.

RESOLVED FURTHER THAT 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 including powers conferred by this resolution and key managerial personnel of the Company, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

8. To approve increase in the limits of giving loans and guarantee, provide security and make investment under section 186 of the Companies Act, 2013.

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

"**RESOLVED THAT** in supersession of all earlier resolution(s) passed and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014, and applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**") read with rules, regulations, directions made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), and subject to such other consents, permissions, approvals, as may be required in that behalf, in accordance with the Memorandum of Association and the Articles of Association of the Company and pursuant to approval of Board of Directors (the " **Board**"), the consent of the members be and is hereby accorded to the Board:

(a) to give any loan(s), and/or give any guarantee(s) and/or provide any security in connection with any loan(s) made to any person or other body corporates, whether in India or outside India; as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the loans and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional loans, guarantees or securities proposed to be given or provided by the Company, from time to time, in future, shall not exceed a sum of ₹ 25,000 Crores (Rupees Twenty-Five Thousand Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013; and

(b) to invest/ acquire by way of subscription, purchase, conversion or otherwise, the securities of any other body corporate, whether in India or outside India, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject to the aggregate of the investments so far made in all bodies corporate along with the additional investments made in all bodies corporate, from time to time, in future, shall not exceed a sum of ₹ 25,000 Crores (Rupees Twenty-Five Thousand Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT 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 including powers conferred by this resolution and key managerial personnel of the Company, be and is hereby authorized severally on behalf of the Company to undertake all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) and to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

9. **To approve Material Related Party Transactions for investment in Indo Asia Copper Limited.**

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in supersession of all earlier resolution(s) passed and in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for investment in securities of Indo Asia Copper Limited ("**IACL**"), being a step-down subsidiary and related party for the value of transaction aggregating upto an amount of ₹ 4,000 Crores (Rupees Four Thousand Crores Only), in one or more tranches, on such terms and conditions as set forth in the Explanatory Statement and as may be agreed between the parties.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or

Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

10. To approve Material Related Party Transactions for providing Loans to Indo Asia Copper Limited.

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for giving of loans and advances (other than trade advances) or inter-corporate deposits to Indo Asia Copper Limited ("**IACL**"), being a step-down subsidiary and related party for the value of transaction aggregating upto an amount of ₹ 7,500 Crores (Rupees Seven Thousand and Five Hundred Crores Only) in one or more tranches, on such terms and conditions as set forth in the Explanatory Statement and as may be agreed between the parties.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

11. To approve Material Related Party Transactions for investment in Kiri Infrastructure Private Limited.

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter into and/ or continue the related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for investment in securities of Kiri Infrastructure Private Limited ("**KIPL**"), being an Associate Company and related party for the value of transaction aggregating upto an amount of ₹ 200 Crores (Rupees Two Hundred Crores Only), in one or more tranches, on such terms and conditions as set forth in the Explanatory Statement and as may be agreed between the parties.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

12. To approve Material Related Party Transactions for providing Loans to Kiri Infrastructure Private Limited.

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter into and/ or continue the related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for investment in securities of Kiri Infrastructure Private Limited ("**KIPL**"), being an Associate Company and related party for the value of transaction aggregating upto an amount of ₹ 500 Crores (Rupees Five Hundred Crores Only), in one or more tranches, on such terms and conditions as set forth in the Explanatory Statement and as may be agreed between the parties.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

13. **To approve Material Related Party Transactions for investment in securities of Kiri Infrastructure Private Limited by Indo Asia Copper Limited.**

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder, the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA Act**") read with rules, regulations, directions and guidelines made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), the provisions of the Memorandum of Association and the Articles of Association, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) by Indo Asia Copper Limited – step down subsidiary with Kiri Infrastructure Private Limited, an Associate Company and both being related parties for the value of transaction aggregating up to ₹ 150 Crore (Rupee One Hundred and Fifty Crore Only) in one or more tranches, on such terms and conditions as set forth in the Explanatory Statement and as may be agreed between the parties.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

14. To approve Material Related Party Transactions for investment in securities of Kiri Infrastructure Private Limited by Indoasia Agrotech Fertilizers Limited.

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder, the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA Act**") read with rules, regulations, directions and guidelines made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), the provisions of the Memorandum of Association and the Articles of Association, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter into and/or continue the related party transaction(s) / contract(s) / arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) by Indoasia Agrotech Fertilizers Limited – wholly-owned subsidiary with Kiri Infrastructure Private Limited, an Associate Company and both being related parties for the value of transaction aggregating up to ₹ 150 Crore (Rupee One Hundred and Fifty Crore Only) in one or more tranches, on such terms and conditions as set forth in the Explanatory Statement and as may be agreed between the parties.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

15. To approve Material Related Party Transactions with Lonsen Kiri Chemical Industries Limited.

To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** in accordance with the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the applicable provisions of the Companies Act, 2013 ("**the Act**") read with applicable Rules made thereunder, the applicable provisions of the Foreign Exchange Management Act, 1999 ("**FEMA Act**") read with rules, regulations, directions and guidelines made thereunder and other applicable laws/ statutory provisions, if any, (including any amendments, modifications, variations or re-enactments thereof as may be applicable from time to time), the provisions of the Memorandum of Association and the Articles of Association, the Company's Policy on Related Party Transactions ("**the Policy**") and pursuant to the approval of the Audit Committee and the Board of Directors ("**the Board**"), the consent of the members be and is hereby accorded to enter/continue to enter into Material Related Party Contracts/ Arrangements/Transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Lonsen Kiri Chemical Industries Limited being 'Related Party' within the meaning of the Act and the SEBI Listing Regulations, in the course of sale, purchase or supply of any goods or materials, Job Work and providing services ("Related Party Transactions"), on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, for each of the financial years from FY 2027-28 to FY 2031-32, such that the maximum value of transaction, in aggregate, does not exceed ₹ 1000 Crores (Rupees One Thousand Crores Only) per annum (which is expected to exceeds the materiality threshold as may be prescribed under the SEBI Listing Regulation or any other Act/law/ regulations including the amendments from time to time), provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and in respect of transactions with related party under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT the Board, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution, be and is hereby authorized to do all such acts, deeds, matters and things in this connection and incidental thereto as the Board may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, without being required to seek any further consent or approval of the members or otherwise to the end and intent that members shall be deemed to have been given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee or Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorized Representative(s) of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution."

By order of the Board of Directors
For **Kiri Industries Limited**

Place: Ahmedabad
Date: August 31, 2026

Suresh Gondalia
Company Secretary
M. No.: F7306

Registered Office:
7th Floor, Hasubhai Chambers,
Opp. Townhall, Ellisbridge,
Ahmedabad – 380 006.
CIN: L24231GJ1998PLC034094

Notes:

1. Pursuant to the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/ 2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 issued by the Securities and Exchange Board of India ("SEBI") (collectively, "the Circulars"), the Companies are allowed to hold AGM through video conference ("VC") or other audio visual means ("OAVM"), without the physical presence of members at a common venue and also allowed to send notice and annual report through electronic mode only. Hence, in compliance with the aforesaid Circulars, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the Registered Office of the Company. Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-Voting, participation in the AGM through VC facilities and e-Voting during the AGM. The procedure for participating in the meeting through VC is explained at Note No.

14 and is also available on the website of the Company at www.kiriindustries.com.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("Act"), a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate and cast their votes through e-Voting and requested to send a true copy of board resolution or authorization letter to the Company by email to info@kiriindustries.com or upload on VC portal. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.

3. Participation of Members through VC will be reckoned for the purpose of ascertaining quorum for the AGM as per Section 103 of the Act.

4. The Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid Circulars. Members may note that Notice and Annual Report has also been uploaded on the website of the Company at www.kiriindustries.com and 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 website of CDSL i.e. www.evotingindia.com.

5. The Members can join the AGM through VC mode, 30 minutes before 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 will be made available to 1000 members on "first come first serve 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 serve basis.

6. The Company has notified closure of Register of members and share transfer books from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive) for the purpose of AGM.

7. Relevant documents referred to in the accompanying Notice and all the statutory registers will be available for inspection without fees by members from the date of circulation of this notice till the date of AGM i.e. September 29, 2026. Members seeking to inspect such documents can send an email to info@kiriindustries.com.

8. Notice of the Meeting is being sent to all the Members, whose names appeared in the Register of Members as on Friday, August 28, 2026.

9. As per provisions of Regulations 40 of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SEBI notification dated 24 January, 2022, transfer of listed securities shall not be processed unless the securities are held in dematerialized form. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares. Trading in equity shares of the Company is compulsory in dematerialised mode by all the members. Members are therefore advised to convert their shares in dematerialized form in case they wish to trade their equity shares.

10. Members are requested to:

    a. Intimate any changes in their address, details relating to nomination, e-mail address, telephone or mobile number, bank details such as name of bank and branch details, bank account number, MICR code, IFSC code etc. and dividend related matter to their Depository Participants ("DP") in case the shares are held in electronic form and to the Company's Registrar and Share Transfer Agent i.e. Cameo Corporate Services Limited, Subramanian Building # 1, Club House Road, Chennai- 600 002, in case shares are held in physical form.

b. Note that dividends that are not claimed within seven (7) years from the date of transfer to the Company's unpaid dividend account will be transferred to Investor Education and Protection Fund ("IEPF") as per Section 124 of the Act. The shares on which dividend remains unclaimed/unpaid for seven (7) consecutive years will be transferred to the IEPF as per Section 124 of the Act and the applicable Rules.

The following table provides dates on which unclaimed/unpaid dividend and their corresponding shares would become liable to be transferred to the IEPF:

Financial Year	Type of Dividend	Dividend Rate (%)	Date of Declaration	Due date for transfer to IEPF
2018-19	Final	20	27.09.2019	01.11.2026
2019-20	Final	5	25.09.2020	28.10.2027

c. SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP. Members holding shares in physical form can submit their PAN details to Registrar and Share Transfer Agents i.e. Cameo Corporate Services Limited.

d. Quote Folio No./ DP ID and Client ID number in all correspondence with the Company and Registrar & Transfer Agent.

e. Register their e-mail address with their respective DP to receive the Annual Report and other communications from the Company in electronic form.

11. The Explanatory Statement pursuant to Section 102 of the Act in respect of the businesses set out above is annexed hereto. The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as Director under Item No. 2 of the Notice are also annexed.

12. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, there were no shares required to be transferred to IEPF Authority during Financial Year 2025-26.

13. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

14. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and the Circulars, the Company is pleased to offer the facility of voting through electronic means for the businesses set out in the Notice. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by members using remote e-Voting as well as voting during AGM will be provided by CDSL.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC ARE AS UNDER:

(i) The voting period begins on Saturday, September 26, 2026 at 9.00 A.M. (IST) and ends on Monday, September 28, 2026 at 5.00 P.M. (IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, September 22, 2026 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during AGM.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020,** under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed by SEBI that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers ("ESPs") providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

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

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for individual shareholders holding securities in demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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 facility, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) 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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders holding shares in physical mode and non-individual shareholders holding shares in demat mode.**

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

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

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

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

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

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

(ix) Click on the EVSN for the relevant "**Kiri Industries Limited**" on which you choose to vote.

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

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

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

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

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

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

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

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – for Remote Voting only**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at info@kiriindustries.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

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

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

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

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

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

6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@kiriindustries.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (Company email id). These queries will be replied by the Company suitably by email.

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

9. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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

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

1. For Physical shareholders–please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA's email id investor@cameoindia.com.

2. For Demat shareholders–please update your email id & mobile no. with your respective DP which is mandatory while e-Voting & joining virtual meetings through Depository.

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

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai–400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 21 09911.

GENERAL INSTRUCTIONS:

a) M/s. RTBR & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting during the AGM and remote e-Voting in a fair and transparent manner.

b) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company.

c) The Results of voting will be declared within two working days from the conclusion of the AGM. The declared Results, along with the Scrutinizer's Report will be submitted to the Stock Exchanges where the Company's equity shares are listed (BSE Limited & National Stock Exchange of India Limited) and shall also be displayed on the Company's website www.kiriindutries.com and CDSL's website www.cdslindia.com.

Brief Profile of Director being Appointed/Re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Mr. Manish Kiri – Chairman & Managing Director

Name	Mr. Manish Kiri
Director Identification Number (DIN)	00198284
Date of Birth	December 26, 1972
Nationality	Indian
Date of Appointment	May 14, 1998
Qualifications	B.E. (Electronic & Communication), MBA (Wayne State University, USA)
Brief resume and nature of expertise in specific functional areas	Presently, he is responsible for formulating and implementing the Company's strategic initiatives and overseeing its overall business operations. Under his leadership, the Company has embarked on a robust growth trajectory by establishing large-scale manufacturing facilities and achieving backward integration into the manufacturing of intermediates and basic chemicals. With a forward-looking vision, he has also spearheaded the Company's strategic diversification into the copper and fertilizer sectors through the development of large-scale integrated projects, positioning the Company for long-term sustainable growth and value creation. His leadership and strategic direction have been instrumental in strengthening the Company's competitive position and expanding its business portfolio.
Disclosure of relationship between Directors inter-se	Not Applicable
Terms and conditions of re-appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
The number of Meetings of the Board attended during the year (2025-26)	6 (Six)

Name	Mr. Manish Kiri
Directorships held in other companies (excluding Foreign Companies)	1. Indo Asia Copper Limited 2. Lonsen Kiri Chemical Industries Limited 3. Indoasia Agrotech Fertilizers Limited 4. Kiri Infrastructure Private Limited 5. Kiri Peroxide Limited 6. Orixien Energy Private Limited (Formerly known as Kiri Power Solutions Private Limited) 7. Indochin Development Private Limited 8. Durgion Defence Private Limited (Formerly known as Kiri Carbon Private Limited) 9. Claronex Chemicals & Petrochemicals Private Limited 10. Colorstar Chemicals Private Limited 11. Parkin Auto Accessories Private Limited 12. Chemhub Tradelink Private Limited 13. Amrat Lakshmi Foundation 14. Plutoeco Enviro Association
Memberships/Chairmanships of committees of other companies (excluding Foreign Companies)	1. Indo Asia Copper Limited Membership in Audit Committee 2. Kiri Peroxide Limited Membership in Audit Committee
Listed Entities from which he has resigned as Director in past 3 years	Nil
No. of shares held	53,81,517 Equity Shares

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 3

The Board of Directors ("**the Board**") of the Company at their meeting held on August 12, 2026, have appointed M/s. V. H. Savaliya & Associates, Cost Accountants, as Cost Auditors at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and out of pocket expenses for audit of the cost records for the financial year 2026-27 upon recommendation of their appointment by the Audit Committee at its meeting held on the even date.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and rules framed thereunder, the remuneration payable to the Cost Auditors shall be ratified by the members of the Company.

Therefore, the Board of the Company proposes Ordinary Resolution as set out in Item No. 3 of the Notice for approval of members of the Company.

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

Item No. 4

The Board of Directors of the Company (the "**Board**"), in its meeting held on August 31, 2026, subject to the necessary approvals as may be required, have approved the proposal for raising funds aggregating up to INR 288,92,35,000/- (Rupees Two Hundred Eighty Eight Crore Ninety Two Lakhs and Thirty Five Thousand Only) by way of issuance of, up-to 60,82,600 (Sixty Lakh Eighty-two Thousand and Six Hundred) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each ("**Warrants**") an issue price of INR 475/- (Rupees Four Hundred and Seventy-Five Only) per Warrant, including a premium of INR 465/- (Rupees Four Hundred and Sixty-Five Only) per Warrant, payable in cash ("Warrants Issue Price"), aggregating up to INR 288,92,35,000/- (Rupees Two Hundred Eighty-Eight Crore Ninety-Two Lakh Thirty-Five Thousand Only) ("**Warrants Issue Price**"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to Promoter and members of the Promoter group of the Company ("**Proposed Allottees/Warrant Holders**"), by way of a preferential issue through private placement offer (the "**Preferential Issue**").

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations, to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "**Act**") and Rules made there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, approval of the Members of the Company, by way of special resolution, is required to issue Warrants and Equity Shares upon exercise of rights attached to the warrants on a preferential basis.

The salient features of the Preferential Issue, including disclosures required in accordance with the Act and Chapter V of the SEBI ICDR Regulations are as under:

1. **Objects of the Preferential Issue:**

   The Company intends to utilize the proceeds raised through the Preferential Issue ("**Issue Proceeds**") towards the following objects:

   i. To meet the Working Capital requirements ("**Working Capital requirements**");

   ii. To provide Financial assistance by way of loan and investment in securities to the group companies/Subsidiary Companies/associate companies ("**Financial assistance**");

   iii. the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, operational and project related expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws ("**General Corporate Purposes**").

Utilization of Issue Proceeds:

Given that the funds to be received against Warrants conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out hereinbelow:

Sr. No.	Particulars	Total estimated amount to be utilized for each of the Objects* (INR In ₹)	Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds
1.	Working Capital requirements	50,00,00,000/-	Within 24 months from receipt of funds for the Warrants
2.	Financial assistance	218,92,35,000/-	
3.	General Corporate Purposes	20,00,00,000/-	
Total		**288,92,35,000/-**	

*considering 100% conversion of Warrants into equity shares within the stipulated time.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022 and amendments made thereafter, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

2. **Particulars of the Preferential Issue including date of passing of Board resolution and kinds and maximum number of securities offered and the Issue Price:**

   The Board at its meeting held on August 31, 2026, subject to the approval of the members and other necessary approval(s), as may be required, approved to create, offer, issue and allot, on preferential basis, in one or more tranches, up-to to 60,82,600 (Sixty Lakh Eighty-two Thousand and Six Hundred) Warrants each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of INR 10/- each ("**Warrants**") an issue price of INR 475/- (Rupees Four Hundred and Seventy-Five Only) per Warrant, including a premium of INR 465/- (Rupees Four Hundred and Sixty-Five Only) per Warrant, payable in cash ("Warrants Issue Price"), aggregating up to INR 288,92,35,000/- (Rupees Two Hundred Eighty-Eight Crore Ninety-Two Lakh Thirty-Five Thousand Only)

3. **Relevant date with reference to which the price has been arrived at:**

   In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price of the Warrants shall be Friday, August 28, 2026, the day preceding to the date i.e. August 30, 2026, 30 days prior to the date of this Annual General Meeting.

4. **Basis or justification for the price (including the premium, if any) at which the offer or invitation is being made along with the report of the Registered Valuer:**

   The Equity Shares of the Company are listed and frequently traded on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). The NSE, being the Stock Exchange with higher trading volumes for the preceding ninety/ten trading days prior to the Relevant Date, has been considered for determining the minimum issue price in accordance with the SEBI ICDR Regulations.

In terms of the SEBI ICDR Regulations, the minimum price at which the Warrants can be issued is INR 474.58/- per Warrant, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:

(a) 90 (ninety) trading days volume weighted average price of the equity shares of the Company quoted on the NSE, preceding the relevant date: INR 438.25/- per equity share;

(b) 10 (ten) trading days volume weighted average prices of the equity shares of the Company quoted on the NSE, preceding the relevant date: INR 474.58/- per equity share;

(c) Floor price determined in accordance with the provisions of the Articles of Association of the Company. However, the Articles of Association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company, the Company is not required to obtain a valuation report from an independent registered valuer for determining the price.

Accordingly, the Company proposes to issue the Warrant at an issue price of ₹ 475/- per Warrant, which is in accordance with the price computed under Regulation 164 of the ICDR Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

In view of the above, the Board of the Company has fixed the Warrant Issue price of ₹ 475/- (Rupees Four Hundred and Seventy Five Only) which is above the Minimum issue Price as determined in compliance with the requirements of the SEBI ICDR Regulations.

5. **Amount which the company intends to raise by way of such securities:**

The Company intends to raise an Amount not exceeding INR 288,92,35,000/- (Rupees Two Hundred Eighty Eight Crore Ninety Two Lakhs and Thirty Five Thousand Only).

6. **The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential issue of Warrant is proposed to be made to the Promoters and members of the Promoter Group of the Company.

7. **Name of the proposed allottees, the percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:**

Sr. No.	Name of the Proposed Allottees	Category	Pre-issue Holding		Maximum No. of Warrants to be allotted	Post-issue Holding	
			No. of Shares	%		No. of Shares	%
1	Manishkumar Pravinchandra Kiri	Promoter	53,81,517	8.26	20,27,600	74,09,117	10.40
2	Anupama Manishkumar Kiri	Promoter Group	95,01,238	14.58	10,27,500	1,05,28,738	14.78
3	Hemil Manishkumar Kiri	Promoter Group	32,00,000	4.91	30,27,500	62,27,500	8.74
Total			**1,80,82,755**	**27.75**	**60,82,600**	**2,41,65,356**	**33.92**

Notes:

a. The Pre-issue shareholding pattern is as on August 28, 2026.

b. The above post-issue shareholding has been calculated assuming all the proposed Warrants will be subscribed and subsequently be exercised or converted into equity shares.

Thus, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, there will be corresponding changes in the shareholding as well as voting rights to the extent of Equity shares to be issued upon conversion of warrants to the Proposed Allottees.

8. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Not Applicable, as all the Proposed Allottees are natural persons.

9. **Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:**

The Proposed Allottees are Promoters and/or member of the Promoter Group of the Company as mentioned above. The proposed allottee has confirmed their intention to invest an aggregate amount up to INR 288,92,35,000/- (Rupees Two Hundred Eighty Eight Crore Ninety Two Lakhs and Thirty Five Thousand Only) in the Company. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel or Senior management of the Company intend to subscribe to the offer.

10. **Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter:**

As mentioned above, the Proposed Allottees are Promoter and members of the Promoter Group of the Company and such status will continue to remain the same post the Preferential Issue.

11. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Board of Directors of the Company, at its meeting held on April 11, 2026, approved the issue of 51,45,446 Equity Shares upon conversion of an equal number of Warrants, upon receipt of the balance consideration of INR 181 per Warrant, aggregating to an inflow of INR 93.13 Crores. The details of the allotment made on April 11, 2026, are set out herein below:

Name of Allotees	No. of Equity	Amount
Manishkumar P Kiri	14,01,444	25,36,61,364/-
Anupama Manishkumar Kiri	14,65,547	26,52,64,007/-
Arunaben Pravinbhai Kiri	10,41,310	18,84,77,110/-
Hemil Manishkumar Kiri	12,37,145	22,39,23,245/-
Total	**51,45,446**	**93,13,25,726/-**

12. **Shareholding pattern of the Company before and after the preferential issue:**

Sr. No.	Categories	Pre-issue Shareholding (As on 28/08/2026)		Post-issue Shareholding*	
		No. of Shares held	% Holding	No. of Shares held	% Holding
A	**Promoters & Promoter Group Holding**				
1	**Indian**				
a)	Individuals & HUF	2,36,84,275	36.34	2,97,66,875	41.78
b)	Bodies corporate	35,00,000	5.37	35,00,000	4.91
	Sub-total (A1)	2,71,84,275	41.71	3,32,66,875	46.69
2	**Foreign promoters**				
a)	Individual	—	—	—	—
b)	Bodies corporate	—	—	—	—
	Sub-total (A2)	–	–	–	–
	Total Promoters & Promoter Group Holding (A)	**2,71,84,275**	**41.71**	**3,32,66,875**	**46.69**
B	**Non-Promoters' Holding**				
1	**Institutional Investor**				
a)	Domestic Institutions	8,41,828	1.29	8,41,828	1.18
b)	Foreign Institutions–Foreign Portfolio Investor (Category I & II)	1,09,12,390	16.75	1,09,12,390	15.32

Sr. No.	Categories	Pre-issue Shareholding (As on 28/08/2026)		Post-issue Shareholding*	
		No. of Shares held	% Holding	No. of Shares held	% Holding
2	**Central Government / President of India**	35	0.00	35	0.00
	Sub-total (B1+B2)	**1,17,54,253**	**18.04**	**1,17,54,253**	**16.50**
3	**Non-Institutions**				
a)	Resident Individuals	1,90,06,666	29.16	1,90,06,666	26.68
b)	Bodies Corporate	36,29,253	5.57	36,29,253	5.09
c)	Key Managerial Personnel	3,70,874	0.57	3,70,874	0.52
d)	Non-Resident Indians (NRIs)	5,39,381	0.83	5,39,381	0.76
e)	Foreign Nationals	38,706	0.06	38,706	0.05
f)	HUF	15,33,344	2.35	15,33,344	2.15
g)	Trusts	74,700	0.11	74,700	0.10
h)	LLP	10,35,617	1.59	10,35,617	1.45
i)	Clearing Members	931	0.00	931	0.00
	Sub-Total (B3)	**2,62,29,472**	**40.25**	**2,62,29,472**	**36.81**
	Total Non-Promoters' Holding (B)	**3,79,83,725**	**58.29**	**3,79,83,725**	**53.31**
Grand Total (A + B)		**6,51,68,000**	**100.00**	**7,12,50,600**	**100.00**

*The post preferential shareholding pattern has been calculated assuming all the proposed Warrants will be subscribed and subsequently be exercised or converted into equity shares.

13. **Time frame within which the preferential issue shall be completed:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, the Warrants shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing of a Special Resolution by the Members of the Company, provided that where the allotment of said Warrants is pending on account of pendency of any approval or permissions from any Concerned Authorities, the allotment shall be completed within the period of 15 days from the date of receipt of last of such approval or within such further period/s as may be prescribed or allowed by the Concerned Authorities.

14. **Lock-in period:**

The Warrants allotted in terms of this resolution and the equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in for such period as may be specified under the Chapter V of SEBI ICDR Regulations.

The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in for such period as may be specified under the Chapter V of the SEBI ICDR Regulations.

15. **Certificate from Practicing Company Secretaries:**

The certificate obtained from M/s. RTBR & Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection to the Members at the Meeting and is available on the website of the Company at www.kiriindustries.com.

16. **Monitoring of utilization of funds:**

Given that the issue size exceeds INR 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Company shall, within 45 (forty five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

17. **Undertakings:**

The Company hereby undertakes that:

a. None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations; None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations

b. The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;

c. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange;

d. The proposed allottee of warrants has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date.

e. The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so; If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

f. The Company has obtained the Permanent Account Number of the Proposed Allottees.

The Board of Directors are of opinion that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolutions at Item no. 4 of the accompanying Notice for approval by the Members of the Company.

Mr. Manish Kiri, Chairman and Managing Directors of the Company and his relatives are interested in the Special Resolution being Promoter/Members of the Promoter Group and Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives, other than to the extent of their shareholding, is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 4 of this Notice.

Item No. 5

As per the provisions of Section 180 (1)(c) of the Companies Act, 2013 ("**the Act**"), the Board of Directors ("**the Board**") of the Company cannot, except with the permission of the members in general meeting by passing a Special Resolution, exercise the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the company's bankers in the ordinary course of business.

Accordingly, the members of the Company had previously accorded their consent to the Board for Borrowing money for an aggregate amount not exceeding ₹ 5,000 Crore (Rupees Five Thousand Crores only) by passing a Special Resolution at their Extra-ordinary General Meeting held on July 31, 2024.

Keeping in view the future business plans and expansion plans of the Company and/or its subsidiaries, and associate companies, including the Copper Project, Fertilizer Project and related infrastructure projects such as Captive Jetty, Desalination Plant, Renewable Energy Projects and Conveyor System, and to enable the Company to maintain an optimal financing structure and efficiently meet its funding requirements, it would be in the interest of the Company to enhance the borrowing limits from ₹ 5000 Crore (Rupees Five Thousand Crores Only) to ₹ 10,000 Crore (Rupees Ten Thousand Crores Only).

It is therefore necessary for the members to pass this resolution under section 180(1)(c) of the Act, to enable the Board to borrow money together with money already been borrowed by the Company in excess of the aggregate of the paid up share capital, free reserves and Securities Premium of the Company at any point of time not exceeding ₹ 10,000 Crore (Rupees Ten Thousand Crore Only) apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the aforesaid resolution.

The Board recommends this resolution set out in Item No. 5 of this notice for approval of the members to be passed as a Special Resolution.

Item No. 6

The provisions of section 180(1)(a) of the Companies Act, 2013 (the "**Act**") mandates that the Board of Directors ("**the Board**") of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company, only with the approval of the members of the Company by way of special resolution.

Explanation (i) to section 180(1)(a) of the Act states the meaning of an "undertaking" which is an undertaking in which the investment of the Company exceeds 20% (twenty per cent) of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% (twenty per cent) of the total income of the Company during the previous financial year.

Explanation (ii) to section 180(1)(a) of the Act states that "substantially the whole of the undertaking" in any financial year shall mean 20% (twenty per cent) or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, the members of the Company had previously accorded their consent to the Board for creation of Charge/ Mortgage on the undertakings of the Company for an aggregate amount of borrowing not exceeding ₹ 5000 Crores (Rupees Five Thousand Crores Only) by passing a Special Resolution in their Extra-ordinary General Meeting held on July 31, 2024.

Keeping in view the future business plans and expansion plans of the Company and/or its subsidiaries, and associate companies, including the Copper Project, Fertilizer Project and related infrastructure projects such as Captive Jetty, Desalination Plant, Renewable Energy Projects and Conveyor System, and to enable the Company to maintain an optimal financing structure and efficiently meet its funding requirements, the Board has approved and proposed for seeking the shareholder approval for increasing the limit from ₹ 5000 Crores (Rupees Five Thousand Crores only) to ₹ 10,000 Crore (Rupees Ten Thousand Crores Only) to pledge/ charge/ mortgage/ hypothecate /assign or create any other security interest of whatsoever nature or kind on its assets and properties (both present and future) in order to secure the borrowings of the Company and/or its subsidiaries / associate companies over and above the aggregate limits prescribed under the Act.

Since creation of such security on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of an undertaking of the Company within the meaning of Section 180(1)(a) of the Act, it is proposed to seek approval of the members of the Company for increasing the existing limits to ₹ 10,000 Crores (Rupees Ten Thousand Crores only).

It is therefore necessary for the members to pass this Special Resolution under Section 180(1)(a) of the Act to enable the Board of the Company to create pledge, mortgage, hypothecate, assign and/or charge on the undertakings of the Company within the amount stated in the resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the aforesaid resolution.

The Board recommends this resolution set out in Item No. 6 of this notice for approval of the members to be passed as a Special resolution.

Item No. 7

In terms of the provisions of Section 185 of the Companies Act, 2013 (the "**Act**"), amended from time to time, a Company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the members of the Company is obtained by way of passing a Special Resolution.

The members of the Company had previously accorded their consent to the Board of Directors ("**the Board**") of the Company for giving of Loans, Guarantee and providing security in connection with loan taken for an aggregate amount not exceeding ₹ 1,000 Crore (Rupees One Thousand Crore Only) by passing a Special Resolution in their Annual General Meeting held on September 27, 2024.

Considering the future business plans and expansion plans of the Company and/or its subsidiaries, and associate companies, including the Copper Project, Fertilizer Project and related infrastructure projects such as Captive Jetty, Desalination Plant, Renewable Energy Projects and Conveyor System through and/or its subsidiaries / associate companies, the Company is expected to render support for the business requirements of other companies in the group, from time to time. The management is of the view that the Company may be required to extend financial assistance by way of loan, guarantee or security to the any person in whom any of the Directors of the Company is interested/deemed to be interested.

Pursuant to the applicable provisions of Section 185 of the Act, the consent of the members of the Company by way of a Special Resolution is required for extending financial assistance by way of loan, guarantee or security to any entity which is a subsidiary or associate of the

Company, or to any person/entity in whom any of the Directors of the Company is interested or deemed to be interested.

Accordingly, the Board of your Company seeks the consent of the members by way of a Special Resolution pursuant to Section 185 of the Act, for extending financial assistance by way of loans, guarantees or securities, up to an aggregate limit of ₹ 15,000 Crores (Rupees Fifteen Thousand Crores Only), in accordance with the provisions of the Act and subject to such terms and conditions as may be approved by the Board .

The Directors of the Company are concerned and interested in the aforesaid resolution to the extent of their directorship and/or shareholding, if any. Except that none of the directors and key managerial personnel of the Company including their relatives are, in anyway, concerned or interested in the said resolution.

The Board recommends this resolution set out in Item No. 7 of this notice for approval of the members to be passed as a Special Resolution.

Item No. 8

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ("**the Act**"), the Company shall not directly or indirectly: -

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the Act, where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the Act, prior approval by means of a Special Resolution passed at a General Meeting is necessary.

The members of the Company had previously accorded their consent to the Board of Directors ("**the Board**") of the Company to give loans and guarantee, provide security and make investment not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crore Only) by passing a Special Resolution in their Extra Ordinary General Meeting held on July 31, 2024.

Accordingly, the Board has approved and proposed to seek the approval of the members to empower the Board to grant loans, provide guarantees or securities in connection with loans, and make investments by way of subscription, purchase or otherwise in the securities of any other body corporate(s), whether in India or abroad, up to an aggregate amount of ₹ 25,000 Crores (Rupees Twenty-Five Thousand Crores Only), notwithstanding that the aggregate of the loans, guarantees, securities and investments made or to be made by the Company may exceed the limits otherwise prescribed under Section 186 of the Act, subject to compliance with all applicable laws, rules and regulations.

The proposed enhancement is intended to provide greater financial flexibility, facilitate optimal financial structuring and maintain adequate headroom for extending financial support to the Company's subsidiaries, associate companies and other Group Companies, in line with the future business and expansion plans of the Company and/or its subsidiaries and associate companies, including the Copper Project, Fertilizer Project and related infrastructure projects such as Captive Jetty, Desalination Plant, Renewable Energy Projects and Conveyor System, either directly or through its subsidiaries and/or associate companies.

Therefore, pursuant to the provisions of Section 186 of the Act, approval of the members is sought for undertaking investments, granting loans, providing guarantees and creating/ providing securities, including such transactions as may exceed the aggregate limits prescribed under the Act, up to the proposed overall limit of ₹ 25,000 Crores (Rupees Twenty-Five Thousand Crores Only).

None of the Directors / Key Managerial Personnel of the Company including relatives is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

The Board recommends this resolution set out in Item No. 8 of this notice for approval of the members to be passed as a Special Resolution.

Item No. 9

Indo Asia Copper Limited ("**IACL**"), is a step-down Subsidiary and a related party of the Company within the meaning of the Section 2(76) of the Companies Act, 2013 ("**the Act**") and the Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

The members of the Company had previously accorded their consent to the Board of Directors (**"the Board"**) of the Company for making investments up to ₹ 2,000 Crores (Rupees Two Thousand Crores Only) by passing a Special Resolution at the Extra-Ordinary General Meeting of the Company held on July 31, 2024.

IACL is in the process of establishing manufacturing facilities for an integrated copper smelting and refining project, for which substantial capital expenditure is required. The Copper Project entails an estimated total project cost of approximately ₹ 8,100 Crores. The project is expected to generate an estimated Internal Rate of Return (IRR) of approximately 25%.

The proposed equity contribution towards the project is approximately ₹ 4,000 Crores, of which ₹ 1,036 Crores was infused in September 2024, with the balance equity contribution proposed to be infused in a phased manner, in accordance with the project requirements and implementation schedule.

Further, in line with its business growth plans and strategic objectives, and with a view to capitalising on emerging growth opportunities, the Company proposes to provide additional business and financial support to IACL by way of investment in its securities, up to an amount of ₹ 4,000 Crores (Rupees Four Thousand Crores Only), in one or more tranches, as may be required from time to time.

The proposed investment is intended to support the implementation and expansion of the Copper Project and enable the Company to diversify into new lines of business through its strategic business plans, while furthering its long-term corporate objectives, growth plans and vision. Although the proposed transactions are intended to further the business objectives and operations of the Company and IACL and are undertaken on a commercial basis, such transactions constitute Related Party Transactions under the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, wherever applicable.

Further, Regulation 23 of the SEBI Listing Regulations stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crores, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores, and such material related party transaction will require prior approval of members by an Ordinary resolution.

Accordingly, the Company proposes to enter into the aforesaid related party transaction(s), on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements / transactions proposed to be undertaken by the Company.

CORPORATE OVERVIEW
STATUTORY REPORTS
FINANCIAL STATEMENTS

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

Sr. No.	Particulars	Information provided by the management
A (1). Basic details of the related party		
1.	Name of the related party	Indo Asia Copper Limited ("IACL"),a step-down subsidiary Company.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing in the Copper and allied products.
A (2). Relationship and ownership of the related party		
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) and the following:	IACL is a step-down subsidiary of the Company in which Claronex Holding Pte. Ltd., a wholly owned subsidiary of Company holds 75.36% and Company also holds 10.92% equity stake.
	a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	a. 10.92% (direct) and 75.36% (indirect)

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the management</th></tr>
<tr><td></td><td>b. 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).</td><td>b. NA</td></tr>
<tr><td></td><td>c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>c. Nil</td></tr>
<tr><td colspan="2">A (3). Details of previous transactions with the related party</td><td></td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>
<table>
<tr><th>S No.</th><th>Nature of transaction</th><th>FY 2025-26 (₹ in Crores)</th></tr>
<tr><td>1</td><td>Inter corporate Loan given</td><td>70.00</td></tr>
<tr><td>2</td><td>Loan converted into Equity</td><td>70.00</td></tr>
<tr><td>3</td><td>Interest received</td><td>3.05</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary 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>
<table>
<tr><th>S No.</th><th>Nature of transaction</th><th>Up to 30/06/2026 (₹ in Crores)</th></tr>
<tr><td>1.</td><td>Loan given</td><td>73.00</td></tr>
</table>
</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 arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
<tr><td colspan="2">A (4). Amount of the proposed transaction(s)</td><td></td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto ₹ 4,000 Crores (Rupees Four Thousand Crores Only), in one or more tranches.</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>476.39%</td></tr>
<tr><td>4.</td><td>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)</td><td>Not Applicable as Listed Entity is a party to the transaction.</td></tr>
<tr><td>5.</td><td>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.</td><td>IACL has not started business activities hence no operational revenue generated during the financial year 2025-26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations:

The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Financial performance of IACL:
<table>
<tr><th>Particulars</th><th>FY 2025-26 (₹ in Crores)</th></tr>
<tr><td>Turnover</td><td>0.00</td></tr>
<tr><td>Profit After Tax</td><td>3.09</td></tr>
<tr><td>Net Worth</td><td>1345.65</td></tr>
</table>
</td></tr>
</table>

Sr. No.	Particulars	Information provided by the management
A (5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment in securities of IACL – a step down Subsidiary of the Company.
2.	Details of each type of the proposed transaction	Investment in securities of IACL upto an aggregate amount of ₹ 4,000 Crores in one or more tranches.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
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.	The proposed transaction of upto ₹ 4,000 Crores investment will be executed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	IACL is in the process of establishing a 5 LTPA greenfield copper smelter & refinery plant and other downstream products ("project") near Lunsapur Taluka Jafrabad, District Amreli in the state of Gujarat. This financial support would strengthen business operations and financial position which in turn will lead to improve the consolidated financial performance of the Company. Investment of an amount of upto ₹ 4,000 Crores by the Company will help the IACL to meet its initial capital expenditure required for setting up of manufacturing facility of copper, which would ultimately benefit to the Company to venture into new business line. Hence, the proposed transaction is in the best interest of the Company and its subsidiary.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 86.28% indirect holding through Kiri Industries Limited and Claronex Holdings Pte. Ltd.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information are disclosed in this explanatory statements.

Sr. No.	Particulars	Information provided by the management
B(3)	**Disclosure only in case of transactions relating to investment made by the Listed entity or its Subsidiary**	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Utilization of the surplus generated from the enbloc sale of the Company's investment in DyStar, internal accruals and infusion of equity by Promotors of the Company.
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3.	Purpose for which funds shall be utilized by the investee company.	To meet capital expenditure of IACL to set up a 5 LTPA greenfield copper smelter & refinery plant and other downstream products ("project") near Lunsapur Taluka Jafrabad, District Amreli in the state of Gujarat.
4.	Material terms of the proposed transaction	The proposed transaction involves investment in the securities of IACL, for an aggregate amount not exceeding ₹ 4,000 Crores (Rupees Four Thousand Crores only), to be made in one or more tranches. The investment may be made through subscription to equity shares, preference shares, compulsorily convertible securities, or such other securities as may be approved by the Board , on such terms and conditions as may be mutually agreed and in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws.
C(2)	**Disclosure only in case of material transactions relating to any investment made by the listed entity or its subsidiary**	
1.	Latest credit rating of the related party **Note:** 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any 2. This shall be applicable in case of investment in debt securities	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 31, 2026, and the Board recommends the proposed transaction to the members for their approval.

The Audit Committee and the Board, while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends the resolution set out at Item No. 9 of this Notice for approval of the members, to be passed as an Ordinary Resolution.

Members may further note that, in terms of the applicable provisions of the SEBI Listing Regulations, no related party(ies) of the Company, as defined under the SEBI Listing Regulations, shall vote to approve the resolution set out at Item No. 9 of this Notice, irrespective of whether such related party is a party to the aforesaid transaction(s) or not.

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in the Company and IACL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No. 10

Indo Asia Copper Limited ("**IACL**") is a step-down subsidiary and a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("**the Act**") and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

IACL is in the process of establishing manufacturing facilities for an integrated copper smelting and refining project, for which substantial capital expenditure is required. Further, in line with its business growth plans and strategic objectives, and with a view to capitalizing on emerging growth opportunities, the Company proposes to provide additional business and financial support to IACL by way of loans and advances (other than trade advances) and/or inter-corporate deposits, up to an aggregate amount of ₹ 7,500 Crores (Rupees Seven Thousand Five Hundred Crores Only), in one or more tranches, as may be required from time to time.

The proposed financial support is intended to facilitate the implementation and development of the Copper Project, support the working capital and other funding requirements of IACL, and enable the Company to pursue its diversification and strategic business plans. This will also contribute towards achieving the Company's long-term corporate objectives, growth plans and vision.

Although the aforesaid transactions are proposed to be undertaken in the ordinary course of furthering the business operations and strategic objectives of the Company and IACL, such transactions constitute Related Party Transactions under the applicable provisions of the Act and the SEBI Listing Regulations and are accordingly subject to the requisite approvals and compliances thereunder.

Further, Regulation 23 of SEBI Listing Regulations stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crore, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores, and such material related party transaction will require prior approval of members by an Ordinary resolution.

Accordingly, the Company proposes to enter into the aforesaid related party transaction(s), on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements / transactions proposed to be undertaken by the Company.

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the management</th></tr>
<tr><td colspan="2">A (1). Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td>Name of the related party</td><td>Indo Asia Copper Limited ("IACL"), a step-down subsidiary Company.</td></tr>
<tr><td>2.</td><td>Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of business of the related party</td><td>Manufacturing in the Copper and allied products.</td></tr>
<tr><td colspan="2">A (2). Relationship and ownership of the related party</td><td></td></tr>
<tr><td>1.</td><td>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) and the following:</td><td>IACL is a step-down subsidiary of the Company in which Claronex Holding Pte. Ltd., a wholly owned subsidiary of Company holds 75.36% and Company also holds 10.92% equity stake.</td></tr>
<tr><td></td><td>a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party</td><td>a. 10.92% (direct) and 75.36% (indirect)</td></tr>
<tr><td></td><td>b. 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).</td><td>b. NA</td></tr>
<tr><td></td><td>c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>c. Nil</td></tr>
<tr><td colspan="2">A (3). Details of previous transactions with the related party</td><td></td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table>
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<tr><td>1</td><td>Inter corporate Loan given</td><td>70.00</td></tr>
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<tr><td>3</td><td>Interest received</td><td>3.05</td></tr>
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<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary 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><table>
<tr><th>S No.</th><th>Nature of transaction</th><th>Up to 30/06/2026 (₹ in Crores)</th></tr>
<tr><td>1.</td><td>Loan given</td><td>73.00</td></tr>
</table></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 arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
<tr><td colspan="2">A (4). Amount of the proposed transaction(s)</td><td></td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto ₹ 7,500 Crores (Rupees Seven Thousand and Five Hundred Crores Only), in one or more tranches</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
</table>

Sr. No.	Particulars	Information provided by the management
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	893.24%
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 as Listed entity is a party to the Transaction.
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.	IACL has not started business activities hence no operational revenue generated during the financial year 2025-26.
6.	Financial performance of the related party for the immediately preceding financial year: **Explanations:** The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Financial performance of IACL: **Particulars** / **FY 2025-26 (₹ in Crores)** Turnover / 0.00 Profit After Tax / 3.09- Net Worth / 1345.65/-
A (5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving of Loans and advances (other than trade advances) or inter-corporate deposits
2.	Details of each type of the proposed transaction	Giving of Loans and advances (other than trade advances) or inter-corporate deposits upto an amount of ₹ 7,500 Crore (Rupees Seven Thousand and Five Hundred Crores Only) in one or more tranches to IACL – a Step-down Subsidiary of the Company.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
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.	The proposed transaction of upto ₹ 7,500 Crores (Rupees Seven Thousand and Five Hundred Crores Only) will be executed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	IACL is in the process of establishing a 5 LTPA greenfield copper smelter & refinery plant and other downstream products ("project") near Lunsapur Taluka Jafrabad, District Amreli in the state of Gujarat. This financial support would strengthen business operations and financial position which in turn will lead to improve the consolidated financial performance of the Company.

Sr. No.	Particulars	Information provided by the management
		Giving of Loans and advances (other than trade advances) or inter-corporate deposits upto an amount of ₹ 7,500 Crores (Rupees Seven Thousand and Five Hundred Crores Only) in one or more tranches will help IACL to meet its initial capital expenditure required for setting up of manufacturing facility of copper, which would ultimately benefit to the Company to venture into new business line. Hence, the proposed transaction is in the best interest of the Company and its subsidiary.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 86.28% indirect holding through Kiri Industries Limited and Claronex Holdings Pte. Ltd.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information are disclosed in this explanatory statements.
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**	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Utilization of the surplus generated from the enbloc sale of the Company's investment in DyStar, internal accruals and infusion of equity by Promotors of the Company.
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies. e. Nature of indebtedness f. Total cost of borrowing g. Tenure h. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity	Not Applicable

Sr. No.	Particulars	Information provided by the management
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	7% per annum
5.	Maturity / due date	Repayable in five years after two-year moratorium to the extent not converted in to equity shares.
6.	Repayment schedule & terms	Repayable in five years after two-year moratorium to the extent not converted in to equity shares.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	Purpose for which funds shall be utilized by the investee company.	To meet capital expenditure of IACL to set up a 5 LTPA greenfield copper smelter & refinery plant and other downstream products ("project") near Lunsapur Taluka Jafrabad, District Amreli in the state of Gujarat.
C (1)	**Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.**	
1.	Latest credit rating of the related party **Note:** 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any 2. This shall be applicable in case of investment in debt securities	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. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request. In addition, state the following:	Not Applicable
	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.	No

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 31, 2026, and the Board recommends the proposed transaction to the members for their approval.

The Audit Committee and the Board, while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends resolution set out in Item No. 10 of this notice for approval of the members to be passed as an ordinary resolution.

Members may further note that in terms of the SEBI 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 the resolution as set out at Item No. 10 of this Notice

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in the Company and IACL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No 11

Kiri Infrastructure Private Limited ("**KIPL**"), is an Associate and a related party of the Company within the meaning of the Section 2(76) of the Companies Act, 2013 ("**the Act**") and the Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

KIPL is in process to set up a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and 14 Kms Tube Conveyer Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat, to cater to the logistics and water requirements of the proposed Copper Smelting Plant and Fertilizer Manufacturing Plant being established by Indo Asia Copper Limited and Indoasia Agrotech Fertilizers Limited, respectively, both being subsidiary companies.

The proposed facility is envisaged to provide a dedicated marine interface for the receipt, handling and transportation of bulk raw materials and liquid cargo through dedicated conveyor corridors and pipeline infrastructure connecting the captive jetty to the manufacturing complexes. The project is intended to reduce dependence on third-party port facilities while ensuring an efficient, secure and fully integrated logistics and supply chain network for the Group's manufacturing operations and the Company plans to provide business support/ financial support to KIPL in form of investment in securities upto an amount of ₹ 200 Crores (Rupees Two Hundred Crores Only), in one or more tranches.

The above infrastructure development initiatives, comprising the Captive Jetty Facility with the integrated 33 MLD Desalination Plant and Conveyor Belt are expected to create long-term value, strengthen the Company's infrastructure business, generate sustainable revenue streams and significantly contribute to the Company's long-term growth and development. However, the aforesaid transactions, though they are for furthering business operations of each other, constitute related party transactions.

Further, Regulation 23 of SEBI Listing Regulations stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crore, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores, and such material related party transaction will require prior approval of members by an Ordinary resolution.

Accordingly, the Company propose to enter into the aforesaid related party transaction(s), on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements/transactions proposed to be undertaken by the Company.

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

<table>
<tr><th>Sr. No.</th><th colspan="2">Particulars</th><th colspan="3">Information provided by the management</th></tr>
<tr><td colspan="3">A (1). Basic details of the related party</td><td colspan="3"></td></tr>
<tr><td>1.</td><td colspan="2">Name of the related party</td><td colspan="3">Kiri Infrastructure Private Limited ("KIPL"), an Associate Company.</td></tr>
<tr><td>2.</td><td colspan="2">Country of incorporation of the related party</td><td colspan="3">India</td></tr>
<tr><td>3.</td><td colspan="2">Nature of business of the related party</td><td colspan="3">Infrastructure Development</td></tr>
<tr><td colspan="3">A (2). Relationship and ownership of the related party</td><td colspan="3"></td></tr>
<tr><td>1.</td><td colspan="2">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) and the following:</td><td colspan="3">KIPL is an associate of the Company.</td></tr>
<tr><td></td><td>a.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td colspan="3">a. 47.61%</td></tr>
<tr><td></td><td>b.</td><td>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).</td><td colspan="3">b. NA</td></tr>
<tr><td></td><td>c.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td colspan="3">c. Nil</td></tr>
<tr><td colspan="3">A (3). Details of previous transactions with the related party</td><td colspan="3"></td></tr>
<tr><td rowspan="6">1.</td><td colspan="2" rowspan="6">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>S No.</td><td>Nature of transaction</td><td>FY 2025-26 (₹ in Crores)</td></tr>
<tr><td>1</td><td>Inter corporate Loan given by listed entity</td><td>64.70</td></tr>
<tr><td>2.</td><td>Repayment of Inter Corporate Deposit taken</td><td>47.04</td></tr>
<tr><td>3.</td><td>Inter corporate Loan given by Subsidiary entity–IACL</td><td>55.23</td></tr>
<tr><td>4.</td><td>Loan received back by Subsidiary Company–IACL</td><td>12.78</td></tr>
<tr><td>5.</td><td>Interest Received</td><td>0.08</td></tr>
<tr><td rowspan="2">2.</td><td colspan="2" rowspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary 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>S No.</td><td>Nature of transaction</td><td>Up to 30/06/2026 (₹ in Crores)</td></tr>
<tr><td>1.</td><td>Inter corporate Loan given by listed entity</td><td>60.00</td></tr>
<tr><td>3.</td><td colspan="2">Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td colspan="3">Not Applicable</td></tr>
</table>

Sr. No.	Particulars	Information provided by the management
A (4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto ₹ 200 Crores (Rupees Two Hundred Crores Only), in one or more tranches
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	23.82%
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.	KIPL has not started business activities hence no operational revenue generated during the financial year 2025-26.
6.	Financial performance of the related party for the immediately preceding financial year: **Explanations:** The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	**Financial performance of KIPL:** Particulars / FY 2025-26 (₹ in Crores) Turnover: 0.00 Profit After Tax: 0.00 Net Worth: 26.72
A (5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment in securities of KIPL–an Associate Company.
2.	Details of each type of the proposed transaction	Investment in securities of KIPL upto an aggregate amount of ₹ 200 Crores in one or more tranches.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
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.	Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.

Sr. No.	Particulars	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The integrated development of the Captive Jetty Facility, 33 MLD Desalination Plant and dedicated conveyor belt infrastructure is expected to create a world-class logistics ecosystem for the Group's copper and fertilizer businesses. The project will strengthen supply chain resilience, improve operational efficiencies, support sustainable industrial development and provide a strong foundation for the long-term growth of the Group's copper, fertilizer and allied manufacturing businesses.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 47.61% indirect holding through Kiri Industries Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information are disclosed in this explanatory statements.
B(3)	**Disclosure only in case of transactions relating to investment made by the Listed entity or its Subsidiary.**	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Utilization of the surplus generated from the enbloc sale of the Company's investment in DyStar, internal accruals and infusion of equity by Promotors of the Company.
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	Not Applicable
3.	Purpose for which funds shall be utilized by the investee company.	To develop a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and 14Kms Tube Conveyer Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat.

Sr. No.	Particulars	Information provided by the management
4.	Material terms of the proposed transaction	The proposed transaction involves investment in the securities of KIPL, for an aggregate amount not exceeding ₹ 200 Crores (Rupees Two Hundred Crores Only), to be made in one or more tranches. The investment may be made through subscription to equity shares, preference shares, compulsorily convertible securities, or such other securities as may be approved by the Board of Directors, on such terms and conditions as may be mutually agreed and in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws.
C 2)	**Disclosure only in case of material transactions relating to any investment made by the listed entity or its subsidiary**	
1.	Latest credit rating of the related party **Note:** 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any 2. This shall be applicable in case of investment in debt securities	Not Applicable
	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 12, 2026, and the Board recommends the proposed transaction to the Members for their approval.

The Audit Committee and the Board, while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends resolution set out in Item No.11 of this notice for approval of the members to be passed as an ordinary resolution.

Members may further note that in terms of the SEBI 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 the resolution as set out at Item No. 11 of this Notice

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in the Company and KIPL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No. 12

Kiri Infrastructure Private Limited ("**KIPL**"), is an Associate and a related party of the Company within the meaning of the Section 2(76) of the Companies Act, 2013 ("**the Act**") and the Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

KIPL is in process to set up a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and 14 Kms Tube Conveyer Belt near Vadhera Village, Taluka

Jafrabad, District Amreli, Gujarat, to cater to the logistics and water requirements of the proposed Copper Smelting Plant and Fertilizer Manufacturing Plant being established by Indo Asia Copper Limited and Indoasia Agrotech Fertilisers Limited, respectively, both being Subsidiary companies.

The proposed facility is envisaged to provide a dedicated marine interface for the receipt, handling and transportation of bulk raw materials and liquid cargo through dedicated conveyor corridors and pipeline infrastructure connecting the captive jetty to the manufacturing complexes. The project is intended to reduce dependence on third-party port facilities while ensuring an efficient, secure and fully integrated logistics and supply chain network for the Group's manufacturing operations and the Company plans to provide business support/ financial support to KIPL in form of Loans and advances (other than trade advances) or inter-corporate deposits upto an amount of ₹ 500 Crores (Rupees Five Hundred Crores Only) in one or more tranches.

The above infrastructure development initiatives, comprising the Captive Jetty Facility with the integrated 33 MLD Desalination Plant and a 14-km Tube Conveyor Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat, which is intended to provide critical infrastructure support for the Copper and Fertilizer Projects of the Group. However, the aforesaid transactions, though they are for furthering business operations of each other, constitute related party transactions.

Further, Regulation 23 of SEBI Listing Regulations stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crore, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores, and such material related party transaction will require prior approval of members by an Ordinary resolution.

Accordingly, the Company propose to enter into the aforesaid related party transaction(s), on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements/transactions proposed to be undertaken by the Company.

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

Sr. No.	Particulars	Information provided by the management
A (1). Basic details of the related party		
1.	Name of the related party	Kiri Infrastructure Private Limited ("KIPL"),an Associate Company.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Infrastructure development projects.
A (2). Relationship and ownership of the related party		
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) and the following:	KIPL is Associate of the Company.
	a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	a. 47.61%
	b. 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).	b. NA
	c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	c. Nil

CORPORATE OVERVIEW STATUTORY REPORTS FINANCIAL STATEMENTS

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A (3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>
<table>
<tr><th>S No.</th><th>Nature of transaction</th><th>FY 2025-26 (₹ in Crores)</th></tr>
<tr><td>1</td><td>Inter corporate Loan given by listed entity</td><td>64.70</td></tr>
<tr><td>2.</td><td>Repayment of Inter Corporate Deposit taken</td><td>47.04</td></tr>
<tr><td>3.</td><td>Inter corporate Loan given by Subsidiary entity–IACL</td><td>55.23</td></tr>
<tr><td>4.</td><td>Loan received back by Subsidiary Company–IACL</td><td>12.78</td></tr>
<tr><td>5.</td><td>Interest Received</td><td>0.08</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary 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>
<table>
<tr><th>S No.</th><th>Nature of transaction</th><th>Up to 30/06/2026 (₹ in Crores)</th></tr>
<tr><td>1.</td><td>Inter corporate Loan given by listed entity</td><td>60.00</td></tr>
</table>
</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 arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
<tr><td colspan="3">A (4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto ₹ 500 Crores (Rupees Five Hundred Crores Only), in one or more tranches</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>59.55%</td></tr>
<tr><td>4.</td><td>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)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>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.</td><td>KIPL has not started business activities hence no operational revenue generated during the financial year 2025-26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Financial performance of KIPL:
<table>
<tr><th>Particulars</th><th>FY 2025-26 (₹ in Crores)</th></tr>
<tr><td>Turnover</td><td>0.00</td></tr>
<tr><td>Profit After Tax</td><td>0.00</td></tr>
<tr><td>Net Worth</td><td>26.72</td></tr>
</table>
</td></tr>
</table>

Sr. No.	Particulars	Information provided by the management
A (5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Giving of Loans and advances (other than trade advances) or inter-corporate Deposits
2.	Details of each type of the proposed transaction	Giving of Loans and advances (other than trade advances) or inter-corporate deposits upto an amount of ₹ 500 Crores (Rupees Five Hundred Crores Only) in one or more tranches to KIPL – an Associate Company.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
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.	The proposed transaction of upto ₹ 500 Crores Loan will be executed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The integrated development of the Captive Jetty Facility, 33 MLD Desalination Plant and dedicated conveyor and pipeline infrastructure is expected to create a world-class logistics ecosystem for the Group's copper and fertilizer businesses. The project will strengthen supply chain resilience, improve operational efficiencies, support sustainable industrial development and provide a strong foundation for the long-term growth of the Group's copper, fertilizer and allied manufacturing businesses.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 47.61% indirect holding through Kiri Industries Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information are disclosed in this explanatory statements.
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**	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	Utilization of the surplus generated from the enbloc sale of the Company's investment in DyStar, internal accruals and infusion of equity by Promotors of the Company.

Sr. No.	Particulars	Information provided by the management
2.	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies. i. Nature of indebtedness j. Total cost of borrowing k. Tenure l. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. **Note:** (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity	Not Applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	7% per annum
5.	Maturity / due date	Repayable in five years after two-year moratorium to the extent not converted in to equity shares.
6.	Repayment schedule & terms	Repayable in five years after two-year moratorium to the extent not converted in to equity shares.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	Purpose for which funds shall be utilized by the investee company.	To develop a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and 14Kms Tube Conveyer Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat.
C (1)	**Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary.**	
1.	Latest credit rating of the related party **Note:** 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any 2. This shall be applicable in case of investment in debt securities	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. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related 1party upon request. In addition, state the following:	Not Applicable

Sr. No.	Particulars	Information provided by the management
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.	No

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 31, 2026, and the Board recommends the proposed transaction to the members for their approval.

The Audit Committee and the Board , while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends resolution set out in Item No.12 of this notice for approval of the members to be passed as an ordinary resolution.

Members may further note that in terms of the SEBI 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 the resolution as set out at Item No. 12 of this Notice

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in the Company and KIPL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No. 13

Indo Asia Copper Limited ("**IACL**"), is a step-down subsidiary and Kiri Infrastructure Private Limited ("**KIPL**") is an associate Company and pursuant to Regulation 23(2)(b), a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party.

Further, Regulation 23 of SEBI Listing Regulations read with Schedule XII of SEBI (LODR) regulations, 2015 stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crores, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores.

All material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the members through ordinary resolution, whether the entity is a related party to the particular transaction or not.

IACL, a step-down subsidiary of the Company, proposes to invest an aggregate amount of up to ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only) in KIPL, an associate company of the Company. KIPL is in the process of developing a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and a 14-km Tube Conveyor Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat, which is intended to provide critical infrastructure support for the Copper and Fertilizer Projects of the Group.

The proposed investment by IACL is intended to support the development of such critical infrastructure facilities, which will provide essential infrastructure support for the Copper and Fertilizer Projects and contribute to their efficient implementation and long-term operations.

Accordingly, the Company propose to enter into the aforesaid related party transaction(s) between the related parties, on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements / transactions proposed to be undertaken.

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

<table>
<tr><th>Sr. No.</th><th colspan="2">Particulars</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A (1). Basic details of the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="2">Name of the related party</td><td>Kiri Infrastructure Private Limited ("KIPL")</td></tr>
<tr><td>2.</td><td colspan="2">Country of incorporation of the related party</td><td>India</td></tr>
<tr><td>3.</td><td colspan="2">Nature of business of the related party</td><td>Infrastructure development projects</td></tr>
<tr><td colspan="3">A (2). Relationship and ownership of the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="2">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) and the following:</td><td>Indo Asia Copper Limited ("IACL"), is step-down subsidiary and Kiri Infrastructure Private Limited is associate Company of the Company.</td></tr>
<tr><td></td><td>a.</td><td>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>a. 47.61%</td></tr>
<tr><td></td><td>b.</td><td>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).</td><td>b. NA</td></tr>
<tr><td></td><td>c.</td><td>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>c. Nil</td></tr>
<tr><td colspan="3">A (3). Details of previous transactions with the related party</td><td></td></tr>
<tr><td>1.</td><td colspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td><table>
<tr><th>S No.</th><th>Nature of transaction</th><th>FY 2025-26 (₹ in Crores)</th></tr>
<tr><td>1</td><td>Inter corporate Loan given by listed entity</td><td>64.70</td></tr>
<tr><td>2.</td><td>Repayment of Inter Corporate Deposit taken</td><td>47.04</td></tr>
<tr><td>3.</td><td>Inter corporate Loan given by Subsidiary entity–IACL</td><td>55.23</td></tr>
<tr><td>4.</td><td>Loan received back by Subsidiary Company–IACL</td><td>12.78</td></tr>
<tr><td>5.</td><td>Interest Received</td><td>0.08</td></tr>
<tr><td>6.</td><td>Loan Given to Subsidiary Company–IAFL</td><td>26.50</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the management</th></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary 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><table><tr><th>S No.</th><th>Nature of transaction</th><th>Up to 30/06/2026 (₹ in Crores)</th></tr><tr><td>1.</td><td>Inter corporate Loan given by listed entity</td><td>60.00</td></tr></table></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 arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
<tr><td colspan="2">A (4). Amount of the proposed transaction(s)</td><td></td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only), in one or more tranches.</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>17.86%</td></tr>
<tr><td>4.</td><td>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)</td><td>IACL is in the process to start the business activities hence no operational revenue generated during the financial year 2025-26.</td></tr>
<tr><td>5.</td><td>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.</td><td>KIPL has not started business activities hence no operational revenue generated during the financial year 2025-26.</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:
Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>Financial performance of KIPL:<table><tr><th>Particulars</th><th>FY 2025-26 (₹ in Crores)</th></tr><tr><td>Turnover</td><td>0.00</td></tr><tr><td>Profit After Tax</td><td>0.00</td></tr><tr><td>Net Worth</td><td>26.72</td></tr></table></td></tr>
<tr><td colspan="2">A (5). Basic details of the proposed transaction</td><td></td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>Investment in securities</td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>Investment by IACL–Step-down Subsidiary Company in the securities of KIPL – an Associate Company upto an amount of ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only) in one or more tranches.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.</td></tr>
</table>

Sr. No.	Particulars	Information provided by the management
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.	The proposed transaction of upto ₹ 150 Crores will be executed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The integrated development of the Captive Jetty Facility, 33 MLD Desalination Plant and dedicated conveyor belt and pipeline infrastructure is expected to create a world-class logistics ecosystem for the Group's copper and fertilizer businesses. The project will strengthen supply chain resilience, improve operational efficiencies, support sustainable industrial development and provide a strong foundation for the long-term growth of the Group's copper, fertilizer and allied manufacturing businesses.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 47.61% indirect holding through Kiri Industries Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information are disclosed in this explanatory statements.

B (3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary.

1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	Infusion of equity/Loan by the Company.
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: • Nature of indebtedness; • Total cost of borrowing; • tenure; and • other details.	NA

Sr. No.	Particulars	Information provided by the management
3.	Purpose for which funds shall be utilized by the investee company.	To develop a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and 14Kms Tube Conveyer Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat.
4.	Material terms of the proposed transaction.	The proposed transaction involves investment in the securities of KIPL, for an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only), to be made in one or more tranches. The investment may be made through subscription to equity shares, preference shares, compulsorily convertible securities, or such other securities as may be approved by the Board of Directors, on such terms and conditions as may be mutually agreed and in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws.
C(2)	**Disclosure only in case of material transactions relating to any investment made by the listed entity or its subsidiary**	
1.	Latest credit rating of the related party **Note:** 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. 2. This shall be applicable in case of investment in debt securities	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 12, 2026, and the Board recommends the proposed transaction to the members for their approval.

The Audit Committee and the Board, while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends resolution set out in Item No.13 of this notice for approval of the members to be passed as an ordinary resolution.

Members may further note that in terms of the SEBI 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 the resolution as set out at Item No. 13 of this Notice.

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in the IACL and KIPL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No. 14

Indoasia Agrotech Fertilizers Limited ("**IAFL**"), is a wholly-owned subsidiary and Kiri Infrastructure Private Limited ("**KIPL**") is an associate Company and pursuant to Regulation 23(2)(b), a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party.

Further, Regulation 23 of SEBI Listing Regulations read with Schedule XII of SEBI (LODR) regulations, 2015 stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crores, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores.

All material related party transactions and subsequent material modifications as defined by the audit committee shall require prior approval of the members through Ordinary Resolution, whether the entity is a related party to the particular transaction or not.

IAFL, a wholly-owned Subsidiary of the Company, proposes to invest funds aggregating up to ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only), in KIPL, an associate company of the Company. KIPL is in the process of developing a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and a 14-km Tube Conveyor Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat, which is intended to provide critical infrastructure support for the Copper and Fertilizer Projects of the Group.

Accordingly, the Company propose to enter into the aforesaid related party transaction(s) between the related parties, on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements / transactions proposed to be undertaken.

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

Sr. No.	Particulars	Information provided by the management
A (1). Basic details of the related party		
1.	Name of the related party	Kiri Infrastructure Private Limited ("KIPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Infrastructure development Projects.
A (2). Relationship and ownership of the related party		
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) and the following:	Indoasia Agrotech Fertilizers Limited ("IAFL"), is a wholly-owned Subsidiary and Kiri Infrastructure Private Limited is an associate Company of the Company.
	a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	a. 47.61%
	b. 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).	b. NA
	c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	c. Nil

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information provided by the management</th></tr>
<tr><td colspan="3">A (3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>
<table>
<tr><th>S No.</th><th>Nature of transaction</th><th>FY 2025-26 (₹ in Crores)</th></tr>
<tr><td>1</td><td>Inter corporate Loan given by listed entity</td><td>64.70</td></tr>
<tr><td>2.</td><td>Repayment of Inter Corporate Deposit taken</td><td>47.04</td></tr>
<tr><td>3.</td><td>Inter corporate Loan given by Subsidiary entity–IACL</td><td>55.23</td></tr>
<tr><td>4.</td><td>Loan received back by Subsidiary Company–IACL</td><td>12.78</td></tr>
<tr><td>5.</td><td>Interest Received</td><td>0.08</td></tr>
<tr><td>6.</td><td>Loan Given to Subsidiary Company–IAFL</td><td>26.50</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary 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>
<table>
<tr><th>S No.</th><th>Nature of transaction</th><th>Up to 30/06/2026 (₹ in Crores)</th></tr>
<tr><td>1.</td><td>Inter corporate Loan given by listed entity</td><td>60.00</td></tr>
</table>
</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 arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
<tr><td colspan="3">A (4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Upto ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only), in one or more tranches.</td></tr>
<tr><td>2.</td><td>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?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year</td><td>17.86%</td></tr>
<tr><td>4.</td><td>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)</td><td>IAFL is in the process to start the business activities hence no operational revenue generated during the financial year 2025-26.</td></tr>
<tr><td>5.</td><td>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.</td><td>KIPL has not started business activities hence no operational revenue generated during the financial year 2025-26.</td></tr>
</table>

Sr. No.	Particulars	Information provided by the management
6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Financial performance of KIPL: <table><tr><th>Particulars</th><th>FY 2025-26 (₹ in Crores)</th></tr><tr><td>Turnover</td><td>0.00</td></tr><tr><td>Profit After Tax</td><td>0.00</td></tr><tr><td>Net Worth</td><td>26.72</td></tr></table>
A (5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment in securities
2.	Details of each type of the proposed transaction	Investment by IAFL, Wholly-owned Subsidiary Company in the securities of KIPL – an Associate Company upto an amount of ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only) in one or more tranches.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be completed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
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.	The proposed transaction of upto ₹ 150 Crore will be executed within a period of 2 consecutive financial years i.e. 2026-27 and 2027-28.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The integrated development of the Captive Jetty Facility, 33 MLD Desalination Plant and dedicated conveyor belt and pipeline infrastructure is expected to create a world-class logistics ecosystem for the Group's copper and fertilizer businesses. The project will strengthen supply chain resilience, improve operational efficiencies, support sustainable industrial development and provide a strong foundation for the long-term growth of the Group's copper, fertilizer and allied manufacturing businesses.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. e. Name of the director / KMP f. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 47.61% indirect holding through Kiri Industries Limited.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All important information are disclosed in this explanatory statements.

Sr. No.	Particulars	Information provided by the management
B (3).	**Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary.**	
1.	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies	Infusion of equity/Loan by the Company
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: • Nature of indebtedness; • Total cost of borrowing; • tenure; and • other details.	NA
3.	Purpose for which funds shall be utilized by the investee company.	To develop a Captive Jetty Facility integrated with a 33 MLD Desalination Plant and 14Kms Tube Conveyer Belt near Vadhera Village, Taluka Jafrabad, District Amreli, Gujarat.
4.	Material terms of the proposed transaction.	The proposed transaction involves investment in the securities of KIPL, for an aggregate amount not exceeding ₹ 150 Crores (Rupees One Hundred and Fifty Crores Only), to be made in one or more tranches. The investment may be made through subscription to equity shares, preference shares, compulsorily convertible securities, or such other securities as may be approved by the Board of Directors, on such terms and conditions as may be mutually agreed and in compliance with the applicable provisions of the Companies Act, 2013, the rules made thereunder, and other applicable laws.
C(2)	**Disclosure only in case of material transactions relating to any investment made by the listed entity or its subsidiary**	
1.	Latest credit rating of the related party **Note:** 1. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. 2. This shall be applicable in case of investment in debt securities	Not Applicable
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 12, 2026, and the Board recommends the proposed transaction to the members for their approval.

The Audit Committee and the Board , while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends resolution set out in Item No.14 of this notice for approval of the members to be passed as an Ordinary resolution.

Members may further note that in terms of the SEBI 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 the resolution as set out at Item No. 14 of this Notice.

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in IAFL and KIPL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

Item No. 15

Lonsen Kiri Chemical Industries Limited ('**LKCIL**') is a Joint Venture and a related party of the Company within the meaning of the Section 2(76) of the Companies Act, 2013 ("**the Act**") and the Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

Board of Directors ("**the Board**") and members of the Company had earlier approved Related Party Transactions with LKCIL having value of transactions aggregating to ₹ 750/- Crores (Rupees Seven Hundred Fifty Crores Only) during each financial year, valid upto five consecutive financial years w.e.f. April 1, 2022.

The Company has been carrying on business transactions with LKCIL in the ordinary course of business, including sale, purchase and supply of goods and services, Job Work and other similar business transactions. Considering the operational requirements, expected business volume and future business plans of the Company and LKCIL, it is proposed to enter into and/or continue such transactions with LKCIL for an aggregate amount up to ₹ 1000 Crores (Rupees One Thousand Crores Only) during each financial year, valid upto five consecutive financial years w.e.f. April 1, 2027.

Further, Regulation 23 of SEBI Listing Regulations stipulate that where the consolidated turnover of the Company is up to ₹ 20,000 Crore, a transaction with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year, exceeds 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. ₹ 83.96 Crores, and such material related party transaction will require prior approval of members by an Ordinary resolution.

Accordingly, the Company propose to enter into the aforesaid related party transaction(s), on mutually agreed terms and conditions, and the aggregate amount of such transaction(s), are expected to exceed the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the members is being sought for all such arrangements / transactions proposed to be undertaken by the Company.

The following are the details in compliance with SEBI Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025:

Sr. No.	Particulars	Information provided by the management
A (1). Basic details of the related party		
1.	Name of the related party	Lonsen Kiri Chemical Industries Limited ('LKCIL'), Joint Venture of the Company.
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of various kind of dyes and specialty chemicals.

Sr. No.	Particulars	Information provided by the management
A (2). Relationship and ownership of the related party		
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) and the following:	LKCIL is a Joint Venture of the Company
	a. Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	a. 40.00%
	b. 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).	b. NA
	c. Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	c. Nil
A (3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S No. / Nature of transaction / FY 2025-26 (₹ in Crores): 1 Sale of goods or services 181.34 2 Purchase of goods or services 62.61 3 Dividend received 70.00
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	S No. / Nature of transaction / Up to 30/06/2026 (₹ in Crores): 1 Purchase of goods or services 15.57 2 Sale of goods or services 146.80
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable
A (4). Amount of the proposed transaction(s)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Value of transactions aggregating to ₹ 1000/- Crores (Rupees One Thousand Crores Only) during each financial year, valid upto five consecutive financial years w.e.f. April 1, 2027.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	119.10%

Sr. No.	Particulars	Information provided by the management
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.	84.47%
6.	Financial performance of the related party for the immediately preceding financial year: **Explanations:** The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Standalone Financial performance of LKCIL: **Particulars** / **FY 2025-26 (₹ in Crores)** Turnover: 1183.90 Profit After Tax: 144.44 Net Worth: 751.28
A (5). Basic details of the proposed transaction		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Transactions relating to Purchase, Sale/ Supply of Materials and job works.
2.	Details of each type of the proposed transaction	Transactions relating to Purchase, Sale/ Supply of Materials and job works.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Transactions undertaken during each financial year, valid upto five consecutive financial years w.e.f. April 1, 2027.
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.	Value of transactions aggregating to ₹ 1000/- Crores (Rupees One Thousand Crores Only) during each financial year, valid upto five consecutive financial years w.e.f. April 1, 2027.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions will facilitate the supply of intermediate products and dyes, enabling the counterparty to secure a consistent supply of high-quality raw materials and finished products. within a shorter lead time, while also resulting in significant savings in logistics and transportation costs.
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. **Explanation:** Indirect interest shall mean interest held through any person over which an individual has control. g. Name of the director / KMP h. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Kiri 40.00% indirect holding through Kiri Industries Limited
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable

Sr. No.	Particulars	Information provided by the management
9.	Other information relevant for decision making.	All important information forms part of this statement setting out material facts of the proposed transaction.
B (1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.**	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable
2.	Basis of determination of price.	At arm's length basis
3.	In case of Trade advance (of upto 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

The Audit Committee has reviewed the certificates provided by the Chairman & Managing Director and Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards. Further, the aforesaid Material Related Party Transaction has been approved by the Audit Committee at its meeting held on August 31, 2026, and the Board recommends the proposed transaction to the members for their approval.

The Audit Committee and the Board, while providing the requisite information to the members, affirm that, in their assessment, the redacted disclosures contain all necessary information required by the public shareholders to make an informed decision in respect of the proposed transaction.

The Board recommends resolution set out in Item No. 15 of this notice for approval of the members to be passed as an Ordinary resolution.

Members may further note that in terms of the SEBI 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 the resolution as set out at Item No. 15 of this Notice

Mr. Manish Kiri – Chairman & Managing Director and their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship / shareholding interest, in the Company and LKCIL. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution.

By order of the Board of Directors
For **Kiri Industries Limited**

Place: Ahmedabad
Date: August 31, 2026

Suresh Gondalia
Company Secretary
M. No.: F7306

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