

MINUTES OF THE 37th ANNUAL GENERAL MEETING OF BHARAT RASAYAN LIMITED HELD ON THURSDAY, 24th SEPTEMBER, 2026 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 2:30 P.M. AT HOTEL GOLDEN GRAND, W-1/10, WEST PATEL NAGAR, NEW DELHI-110008.

PRESENT

Shri Sat Narain Gupta	:	Chairman & Managing Director / Member
Shri Rajender Prasad Gupta	:	Director / Member
Shri Vikas Gupta	:	Director / Member
Shri Rajesh Gupta	:	Independent & Non-Executive Director, Chairman of: Audit Committee, Nomination & Remuneration Committee and Stakeholder's Relationship Committee
Smt. Mukta Gupta	:	Independent & Non-Executive Director
Shri Rakesh Kumar Verma	:	Chief Financial Officer
Ms. Nikita Chadha	:	Company Secretary
Shri B.K.Goel	:	Statutory Auditors
M/s. A.Anand & Co.	:	Secretarial Auditors

1. CHAIRMAN OF MEETING

In accordance with the Articles of Association of the Company, Shri Sat Narain Gupta, Chairman & Managing Director occupied the Chair of the Meeting.

2. RECORDS AVAILABLE FOR INSPECTION

The following documents and Registers were placed on the table before the Meeting:

- Board's Report for the financial year ended March 31, 2026;
- Auditor's Report for the financial year ended March 31, 2026;
- Annual Audited Financial Statement for the financial year ended March 31, 2026;
- Registers of Directors, Directors' Shareholding & Members (remain opened for inspection during the Meeting); and
- Register of Contracts and Arrangements in which Directors are interested (remain opened for inspection during the Meeting).

3. QUORUM OF THE MEETING

In aggregate 63 members were present in the Meeting including 5 members were presented through Proxies and 4 members were authorised representatives of the Body Corporates.

- At 11:00 A.M., the Chairman Shri Sat Narain Gupta commenced the Meeting by welcoming the members to 37th Annual General Meeting (AGM). The Chairman announced that the requisite quorum being present, the meeting was called to order.
- The Company Secretary introduced the Members of the Board of Directors and other invitees including Shri Rakesh Kumar Verma, Chief Financial Officer, Shri B.K.Goel, Statutory Auditor and Secretarial Auditors, i.e. M/s. A.Anand & Co. present. The Company Secretary informed the shareholders that Shri Ajay Gupta & Shri Kamleshwar Prasad Uniyal, Executive Directors, Shri Ankit Aggarwal, Shri

CHAIRMAN'S
INITIALS

Upendra Singh & Shri Varun Dabriwal, Independent & Non-Executive Directors of the Company could not attend the Annual General Meeting due to some pre-occupations.

6. The Chairman thereafter read out his speech. The Chairman then took up the items mentioned in the formal Agenda of AGM and with the consent of the Members present, the Notice of the Annual General Meeting and Explanatory Statement attached with the same together with the Audited Financial Statements including Balance Sheet as at 31st March, 2026, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Corporate Governance Report and the Board's Report and Auditor's Report for the year ended 31st March, 2026 were taken as read.
7. The Company Secretary of the Company had provided Remote e-Voting facility to all the shareholders entitled to cast their vote (i.e. persons who were shareholders on 17th September, 2026, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 21st September, 2026 to 23rd September, 2026 as per the provisions of Companies Act, 2013 read with Rules framed thereunder.
8. The Company Secretary further informed that the shareholders who attended the AGM who had not already cast their vote by Remote e-Voting were being provided the option to exercise their right to vote at the venue of the AGM by physical polling, on all the Twelve (12) Resolutions of Ordinary and Special Businesses as set out in the Notice of AGM. She further informed that M/s. A.Anand & Co., Practicing Company Secretaries was being appointed as the Scrutinizer for independently carrying out the poll and the e-Voting at the venue of the AGM.
9. The Company Secretary further informed that the Combined Results of e-Voting and Physical Polling would be displayed on the website of the Company and the Stock Exchange (NSE) where the Company is listed. The brief summary of the combined results is given below.

SUMMARY OF THE COMBINED RESULTS

As per the provisions of the Companies Act, 2013, the Company had provided Remote e-Voting facility to all the shareholders entitled to cast their vote (i.e. persons who were shareholders on 17th September, 2026, being the cut-off date) on all the Resolutions as set out in the Notice of AGM during the period from 21st September, 2026 to 23rd September, 2026 as per the provisions of the Companies Act, 2013 read with Rules framed thereunder.

Further, in terms of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shareholders attending the AGM who had not already cast their vote by Remote e-Voting were also provided the option to exercise their right to vote at the venue of the AGM by physical polling, on all the Twelve (12) Resolutions of Ordinary and Special Businesses as set out in the Notice of AGM. M/s. A.Anand & Co., Practicing Company Secretaries was appointed as the Scrutinizer for conducting the remote e-Voting process in a fair and transparent manner and was also being appointed as the Scrutinizer for independently carrying out the poll at the venue of the AGM.

The consolidated results as per the Scrutinizer's Report dated 25th September, 2026 were submitted to the National Stock Exchange of India Limited.



CHAIRMAN'S
INITIALS

Based on the Report of the Scrutinizer, all resolutions as set out in the Notice of 37th AGM have been duly approved by the shareholders with requisite majority.

10. The Chairman then took up the official business of the Meeting.

ORDINARY BUSINESS

11. ADOPTION OF ANNUAL ACCOUNTS

The Company Secretary informed the shareholders regarding adoption of Audited Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2026 along with the Auditor's Report and the Board's Report.

The Ordinary Resolution set at Item No. 1 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company, Reports of the Board of Directors and the Auditors' thereon for the financial year ended on March 31, 2026 along with Annexures as laid before this Annual General Meeting be and are hereby received, considered, approved and adopted."

The above Ordinary Resolution was passed with requisite majority.

12. DECLARATION OF FINAL DIVIDEND

The Company Secretary informed the shareholders that the Board of Directors at their meeting held on 26th May, 2026 had proposed a final dividend of ₹0.50 per Equity Share of ₹5/- each for the financial year ended 31st March, 2026.

The Ordinary Resolution set at Item No. 2 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT a dividend of ₹0.50 (Fifty Paise only) per equity share (10%) recommended by the Board of Directors be and is hereby declared on the equity shares of ₹5/- (Rupee Five only) each fully paid-up of the Company for the year ended March 31, 2026 and be paid, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions, if any of the Companies Act, 2013."

The above Ordinary Resolution was passed with requisite majority.

13. TO APPOINT A DIRECTOR IN PLACE OF SHRI KAMLESHWAR PRASAD UNIYAL (DIN:08394485), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT

The Company Secretary informed the shareholders that Shri Kamleshwar Prasad Uniyal (DIN:08394485), Director retires by rotation and being eligible himself seeks for re-appointment. Further she informed that Shri Kamleshwar Prasad Uniyal is a Post Graduate and working as a Whole Time Director in the Company since March 30, 2019, and he has vast experience of over 46 years in the agrochemical industries. He has worked as Production Chemist and also has experience of several posts in the field of production in the agrochemical industries.

The Ordinary Resolution set at Item No. 3 of the Notice of AGM taken up for consideration with the consent of the Members present.


CHAIRMAN'S
INITIALS

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Kamleshwar Prasad Uniyal (DIN:08394485), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

The above Ordinary Resolution was passed with requisite majority.

14. TO APPOINT A DIRECTOR IN PLACE OF SHRI AJAY GUPTA (DIN:02187741), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, SEEKS RE-APPOINTMENT

The Company Secretary informed the shareholders that Shri Ajay Gupta, (DIN:02187741), Director retires by rotation and being eligible himself seeks for re-appointment. Further she informed that Shri Ajay Gupta is working as a Whole Time Director since many years, and he has vast experience of 43 years (approx.) in the Agro-industries.

The Ordinary Resolution set at Item No. 4 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Ajay Gupta (DIN:02187741), a Director of the Company who retires by rotation at this Meeting, being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

The above Ordinary Resolution was passed with requisite majority.

SPECIAL BUSINESS

15. REVISION IN THE REMUNERATION OF SHRI AJAY GUPTA (DIN:02187741), EXECUTIVE DIRECTOR/ WHOLE TIME DIRECTOR OF THE COMPANY

The Company Secretary informed the shareholders of the Company that the Board of Directors, in view of contributions of Shri Ajay Gupta (DIN:02187741) to the Company's business and experience he holds and on recommendation of Nomination and Remuneration Committee, recommended the increase in monthly remuneration of Shri Ajay Gupta, Executive Director / Whole Time Director and he shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance/ Washing Allowance and Special Allowance aggregating to ₹7,44,149/- per month (Rupees Seven Lakh Forty Four Thousand One Hundred and Forty Nine only) w.e.f. 1st January, 2026. The remuneration payable to Shri Ajay Gupta commensurate with responsibilities conferred to him. The remuneration has been approved by Nomination & Remuneration Committee as per Schedule-V of the Companies Act, 2013.

The Special Resolution set at Item No. 5 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to increase the monthly remuneration of Shri Ajay Gupta (DIN:02187741), Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial



CHAIRMAN'S
INITIALS

Personnel" of the Company for its Unit located at Dahej (Gujarat) w.e.f. 1st January, 2026.

RESOLVED FURTHER THAT Shri Ajay Gupta, Executive Director / Whole Time Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance/Washing Allowance and Special Allowance aggregating to ₹7,44,149/- per month (Rupees Seven Lakh Forty Four Thousand One Hundred and Forty Nine only) w.e.f. 1st January, 2026.

RESOLVED FURTHER THAT in addition to above mentioned remuneration, Shri Ajay Gupta will also be entitled to various perquisites, allowances and incentives which are within the permissible limits of the Companies Act, 2013, which are governed by following norms w.e.f. 1st January, 2026:

- (i) Contribution to Employees Provident Fund (EPF) and Gratuity Fund shall be as per Company's Rules. The same will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income tax Act, 1961. Gratuity payable shall not exceed half a month salary for each completed year of service.
- (ii) The aggregate amount of Performance Incentives and/or Variable Incentives, if any, provided by the Company shall be valued as per Income Tax Act, 1961 and Rules framed thereunder.
- (iii) Ex-Gratia and/or Bonus and encashment of unavailed leaves as per the rules of the Company.
- (iv) The Company may provide mobile/telephone at the residence of Shri Ajay Gupta. However, personal long distance calls, if any, shall be billed by the Company and paid by him.
- (v) The Premium for a Floater Family Medclaim Policy and Group Accident Policy shall not to exceed ₹20,000/- per annum (Rupees Twenty Thousand only).

RESOLVED FURTHER THAT upon recommendation of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to provide increment as and when required subject to the provisions of the Companies Act, 2013 and the corresponding rules read with Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director and Shri Rajender Prasad Gupta, Director of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary to give effect to the above resolution."

The above Special Resolution was passed with requisite majority.

16. APPOINTMENT OF SHRI VIKAS GUPTA (DIN:00921703) AS NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE COMPANY

The Company Secretary informed the shareholders of the Company that Board of Directors, at its meeting held on 26th May, 2026, had appointed Shri Vikas Gupta (DIN: 00921703) as an Additional Non-Executive & Non-Independent Director of the Company with effect from 1st July, 2026, consequent to the resignation of Shri Mahabir Prasad Gupta from the Directorship of the Company with effect from 27th May, 2026. Further she informed that pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013, and the rules

CHAIRMAN'S
INITIALS

made thereunder, the Company had received the consent in writing from Shri Vikas Gupta to act as a Director, and an intimation that he is not disqualified under Section 164(2) of the Companies Act, 2013. The Company Secretary had also informed the shareholders that the Board had considered the profile, experience, and suitability of Shri Vikas Gupta and noted that he has the requisite qualifications and experience for contributing effectively to the Board's deliberations. The Board proposed the appointment of Shri Vikas Gupta, son of Shri Mahabir Prasad Gupta, with a view to strengthening the governance structure of the Company and ensuring continuity of leadership and promoter group representation and also would be of immense benefit to the Company.

The Special Resolution set at Item No. 6 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the Article No. 45 of the Articles of Association of the Company and pursuant to provisions of Sections 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, and upon the recommendation of Nomination and Remuneration Committee, the approval of the shareholders of the Company to appoint Shri Vikas Gupta (DIN:00921703) as Non-Executive & Non-Independent Director of the Company with effect from 1st July, 2026.

RESOLVED FURTHER THAT Shri Vikas Gupta shall liable to retire by rotation in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director and Shri Rajender Prasad Gupta, Director of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary to give effect to the above resolution."

The above Special Resolution was passed with requisite majority.

17. APPOINTMENT OF SHRI VARUN DABRIWAL (DIN:00497972) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Company Secretary informed the shareholders that the Board of Directors in its meeting held on July 4, 2026 appointed Shri Varun Dabriwal (DIN: 00497972) as an Additional Director w.e.f. 4th July, 2026 pursuant to the provisions of Section 161 of the Companies Act, 2013. In accordance with the aforesaid applicable provisions of the Companies Act, 2013, Shri Varun Dabriwal will hold the office up to the date of ensuing Annual General Meeting.

Further she informed that Shri Varun Dabriwal has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Shri Varun Dabriwal fulfils the conditions specified in the Act, for his appointment as an Independent Director. The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under Section 164(2) of the Companies Act, 2013.

Further she informed the shareholders that the Board considers that the appointment of Shri Varun Dabriwal as a member of the Board would be of immense benefit to the Company. It is proposed to appoint Shri Varun Dabriwal as an Independent Director under Section 149 of the Companies Act, 2013, not liable to retire by rotation, for a term of five years up to 3rd July, 2031.

The Special Resolution set at Item No. 7 of the Notice of AGM taken up for consideration with the consent of the Members present.



CHAIRMAN'S
INITIALS

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Varun Dabriwal (DIN:00497972), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from 4th July, 2026 upto 3rd July, 2031 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director, Shri Rajender Prasad Gupta and Shri Vikas Gupta, Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary to give effect to the above resolution."

The above Special Resolution was passed with requisite majority.

18. REVISION IN THE REMUNERATION OF SHRI AJAY GUPTA (DIN:02187741), EXECUTIVE DIRECTOR/ WHOLE TIME DIRECTOR OF THE COMPANY

The Company Secretary informed the shareholders that the Board of Directors in their meeting held on 4th July, 2026, considered that the existing remuneration structure of Shri Ajay Gupta, Whole-Time Director of the Company, included certain reimbursement-based components as part of the overall Cost to Company (CTC). For administrative convenience, simplification of the payroll structure and better compliance, Board had proposed to consolidate the reimbursement component into the Gross Salary by appropriately revising the salary components with effect from 1st June, 2026. Further, she informed the shareholders that the proposed restructuring will result in an increase in the Gross Salary; however, the overall Cost to Company (CTC) payable to the Whole-Time Director will remain unchanged, as there is no increase in the total remuneration, the revised remuneration structure shall be effective from 1st June, 2026. The other terms and conditions of the appointment and remuneration of Shri Ajay Gupta shall remain unchanged.

The Special Resolution set at Item No. 8 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule-V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and upon the recommendation of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for the revision in the remuneration structure of Shri Ajay Gupta (DIN:02187741), Executive Director / Whole Time Director designated as "Director (Operations)" and "Key Managerial Personnel" of the Company for its Unit located at Dahej (Gujarat) w.e.f. 1st June, 2026.

RESOLVED FURTHER THAT Shri Ajay Gupta, Executive Director / Whole Time Director of the Company shall be eligible to draw remuneration inclusive of Basic Salary, House Rent Allowance, Conveyance Allowance/Washing Allowance and Special Allowance aggregating to ₹8,09,666/- per month (Rupees Eight Lakh Nine Thousand Six Hundred and Sixty Six only) w.e.f. 1st June, 2026.

CHAIRMAN'S
INITIALS

RESOLVED FURTHER THAT the reimbursement component forming part of the existing remuneration package shall stand consolidated into the above Gross Salary structure. Accordingly, although the Gross Salary has been revised, the overall Cost to Company (CTC) payable to the Whole Time Director shall remain unchanged and there is no increase in the total remuneration payable.

RESOLVED FURTHER THAT all other terms and conditions of the appointment and remuneration of the Whole Time Director shall remain unchanged.

RESOLVED FURTHER THAT upon recommendation of Nomination and Remuneration Committee, the approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to provide increment or revision in the remuneration as and when required subject to the provisions of the Companies Act, 2013 and the corresponding rules read with Schedule-V of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director and Shri Rajender Prasad Gupta and Shri Vikas Gupta, Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things which are necessary to give effect to the above resolution."

The above Special Resolution was passed with requisite majority.

19. TO APPROVE EXISTING AS WELL AS NEW MATERIAL RELATED PARTY TRANSACTION(s) WITH M/s. B R AGROTECH LIMITED

The Company Secretary informed the shareholders that the Company in its ordinary course of business and/or on arm's length basis sources material from different Agro chemical companies including M/s. B R Agrotech Limited in India and outside India. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies. The Company has also noted that M/s. B R Agrotech Limited fall under the category of a related party of the Company in terms of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Further she informed that the Company envisages that the transaction(s) entered into with M/s. B R Agrotech Limited whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through an Ordinary Resolution for entering into contract(s)/ arrangement(s)/ transaction(s) with M/s. B R Agrotech Limited upto a maximum amount as mentioned in the respective resolution for the financial year 2026-2027.

The Ordinary Resolution set at Item No. 9 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the



CHAIRMAN'S
INITIALS

approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ already entered/ continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with M/s B R Agrotech Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27 and for the transactions entered in next financial year before the convening of next Annual General Meeting in which further year approval will be taken, for an aggregate value as mentioned below, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

Particulars	M/s. B R Agrotech Limited
Sale, Purchase of Goods or Materials or Supply of Services	Upto ₹700 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(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 and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

The above Ordinary Resolution was passed with requisite majority.

20. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/s. BHARAT CERTIS AGRISCIENCE LIMITED

The Company Secretary informed the shareholders that the Company in its ordinary course of business and/or on arm's length basis sources material from different Agro chemical companies including M/s. Bharat Certis Agriscience Limited in India and outside India. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies. The Company has also noted that M/s. Bharat Certis Agriscience



CHAIRMAN'S
INITIALS

Limited fall under the category of a related party of the Company in terms of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Further she informed that the Company envisages that the transaction(s) entered into with M/s. Bharat Certis Agriscience Limited whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires an approval of the shareholders through Ordinary Resolution for entering into contract(s)/ arrangement(s)/ transaction(s) with M/s. Bharat Certis Agriscience Limited upto a maximum amount as mentioned in the respective resolution for the financial year 2026-2027.

The Ordinary Resolution set at Item No. 10 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ already entered/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with M/s Bharat Certis Agriscience Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27 and for the transactions entered in next financial year before the convening of next Annual General Meeting in which further year approval will be taken, for an aggregate value as mentioned below, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

Particulars	M/s. Bharat Certis Agriscience Ltd.
Sale, Purchase of Goods or Materials or Supply of Services	Upto ₹150 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(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 and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and



CHAIRMAN'S
INITIALS

that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

The above Ordinary Resolution was passed with requisite majority.

21. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH M/s. NISSAN BHARAT RASAYAN PVT. LIMITED

The Company Secretary informed the shareholders that the Company in its ordinary course of business and/or on arm's length basis sources material from different Agro chemical companies including M/s. Nissan Bharat Rasayan Pvt. Limited in India and outside India. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies. The Company has also noted that M/s. Nissan Bharat Rasayan Pvt. Limited fall under the category of a related party of the Company in terms of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Further she informed that the Company envisages that the transaction(s) entered into with M/s. Nissan Bharat Rasayan Pvt. Limited whether individually and/or in aggregate may exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires an approval of the shareholders through Ordinary Resolution for entering into contract(s)/ arrangement(s)/ transaction(s) with M/s. Nissan Bharat Rasayan Pvt. Limited upto a maximum amount as mentioned in the respective resolution for the financial year 2026-2027.

The Ordinary Resolution set at Item No. 11 of the Notice of AGM taken up for consideration with the consent of the Members present.

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/already entered/continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or



CHAIRMAN'S
INITIALS

transaction taken together or series of transactions or otherwise) with M/s Nissan Bharat Rasayan Pvt. Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27 and for the transactions entered in next financial year before the convening of next Annual General Meeting in which further year approval will be taken, for an aggregate value as mentioned below, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis.

Particulars	M/s. Bharat Certis Agriscience Ltd.
Sale, Purchase of Goods or Materials or Supply of Services	Upto ₹500 Crores

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(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 and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

The above Ordinary Resolution was passed with requisite majority.

22. RATIFICATION OF REMUNERATION PAYABLE TO M/s. M.K.SINGHAL & CO., COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY FOR FINANCIAL YEAR 2026-27

The Company Secretary informed the shareholder that on the recommendation of the Audit Committee, the Board of Directors approved the appointment and remuneration of M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), to conduct the audit of the cost records of the Company for the financial year ending on 31st March, 2027. She further informed that in terms of the provisions of Section 148(3) of the Companies Act, 2013, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

The Ordinary Resolution set at Item No. 12 of the Notice of AGM taken up for consideration with the consent of the Members present.

CHAIRMAN'S
INITIALS

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the remuneration payable to M/s. M.K.Singhal & Co., Cost Accountants (Firm Registration No. 00074), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2027, amounting to ₹2,53,000/- (Rupees Two Lakh Fifty Three Thousand only) and also the payment of tax as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT Shri Sat Narain Gupta, Chairman & Managing Director and Shri Rajender Prasad Gupta, Non-Executive & Non-Independent Director of the Company be and are hereby severally authorized to take all the necessary steps in this regard."

The above Ordinary Resolution was passed with requisite majority.

23. SCRUTINIZER'S REPORT

After considering all the items as set out in the Notice dated 13th August, 2026, the members were requested to drop the polling form in the Ballot Box kept for the purpose. Thereafter, the Scrutinizer opened the locked Ballot Box in the presence of the two Witnesses Mr. Kush Keshari and Mr. Manish Sharma who were not in the employment of the Company. The Polling Forms were then reconciled with the records maintained by the Company / RTA and authorizations lodged with the Company. The particulars of all the votes cast by the members were recorded in the register separately maintain for the purpose.

After scrutinizing the votes, the Scrutinizer submitted his report dated 25th September, 2026 to the Chairman & Managing Director.

24. RESULT ON THE VOTING

On the basis of the Scrutinizer's Report on e-Voting, on Poll and a Combined Report all dated 25th September, 2026, the Chairman & Managing Director of the Company declared that all the Items specified in the Notice dated 13th August, 2026 as considered in the 37th Annual General Meeting have been passed with requisite majority.

25. VOTE OF THANKS

The meeting concludes at 2:30 P.M. with a vote of thanks to the Chair.

NEW DELHI
SEPTEMBER 25, 2026


(SAT NARAIN GUPTA)
Chairman
DIN: 00024660

CHAIRMAN'S
INITIALS