Span Divergent Ltd.
(Formerly Span Diagnostics Ltd.)
9th Floor, Rajhans Bonista,
Behind Ram Chowk, Ghod Dod Road,
Surat - 395 007, Gujarat, India
Phone: +91 261 266 32 32
E-Mail: contact@span.in

Date: September 02, 2026

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai – 400 001

Span Divergent Limited
Script Code: 524727

Subject: Submission of Notice of 46th Annual General Meeting ("AGM") of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we hereby submit the Notice of the 46th Annual General Meeting ("AGM") of the Company, scheduled to be held on Monday, September 28, 2026, at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The said Notice forms part of the Integrated Annual Report of the Company for the Financial Year 2025-2026.

The Notice of the 46th AGM is also available on the website of the Company at www.span.in.

The schedule of the AGM and related activities is set out below:

Event	Date	Time
Relevant Date/cut-off date to vote for voting on AGM resolutions	September 21, 2026	NA
Closure of Register of Members and Share Transfer Books	From September 22, 2026 to September 28, 2026 (both day inclusive)	NA
Commencement of remote E-voting	September 25,2026	9.00 A.M.
End of remote e-voting	September 27,2026	5.00 P.M.
AGM (through VC/OAVM)	September 28,2026	11.30 A.M.

Kindly take the above information on your record.

Thanking you,

Yours faithfully,

For Span Divergent Limited

VIRAL PRADIPKUMAR DESAI
Digitally signed by VIRAL PRADIPKUMAR DESAI
Date: 2026.09.02 14:35:31 +05'30'

Viral Desai
Managing Director
DIN: 00029219

NOTICE

To,
THE MEMBERS OF SPAN DIVERGENT LIMITED

NOTICE is hereby given that the 46th Annual General Meeting (AGM) of Shareholders of Span Divergent Limited (Formerly Span Diagnostics Limited) will be held on **Monday, September 28, 2026** at **11:30 A.M. Indian Standard Time (IST)** through Video Conferencing / Other Audio-Visual Means ('VC/OAVM") facility to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditor thereon; and further to consider and pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Standalone and Consolidated Annual Financial Statements of the Company for the financial year ended March 31, 2026, together with Directors' Report and the Auditors' Reports thereon as circulated to the members and presented at the meeting be and are hereby approved and adopted."

2. To appoint a director in place of Mr. Sanjay Mehta (DIN: 00002817) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof, for the time being in force, Mr. Sanjay Mehta (DIN: 00002817) a Director liable to retire by rotation who offers himself for re-appointment, be re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. Continuation of directorship of Mr. Sanjay Mehta (DIN: 00002817), as Non-Executive Non-Independent Director in terms of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and the Articles of Association of the Company (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the Members be and is hereby accorded for the continuation of directorship of Mr. Sanjay Mehta (DIN: 00002817), who has attained the age of 75 years on October 20, 2024, as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for so long as he continues to hold office as Director in accordance with the provisions of the Companies Act, 2013.

"RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and is hereby jointly and/or severally authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect and to settle any question, difficulty or doubt that may arise in this regard.**"**

4. Approval for Related Party Transaction(s):
To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (the "Companies Act") read with applicable provisions the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of amended regulation 23 and such other applicable provisions / regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other provisions of applicable laws / rules and subject to the approval / consent of such appropriate authorities as may be required, under any statute for the time being in force, if any, (including any amendment, modifications or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Company for related party transaction(s) (whether by way of an Individual Transaction or Transactions taken together or series of transactions or otherwise) entered or to be entered into with following related parties, up to the maximum per annum amounts as appended in table below against each of the related parties and on such terms and conditions as may be considered appropriate by the Board of Directors:"

Sr. No.	Name of the Related Party	Relationship	*Maximum Value of Transactions per annum (Amount in ₹ Crore)
1	Dryfruit Factory LLP	LLP in which Company is partner	75
2	Aranya Consulting and Biotech LLP (Formerly, Aranya Agri Biotech LLP)	LLP in which Company is partner	5
3	Span Diagnostics LLP (Subsidiary up to November 10, 2025)	LLP in which Director is partner	5
4	Biospan Scientific LLP	LLP in which Company is partner	5
5.	Biospan Contamination Control Solutions Private Limited	Subsidiary Company	5

*Probable value of transactions per annum

"RESOLVED FURTHER that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental Authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, 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.”

“**RESOLVED FURTHER** that the Board of Directors of the Company and/or any director of the Company and/or a committee thereof, be and are hereby severally and/or jointly authorised to do or cause to be done all such acts, matters, deeds, things and to settle any queries, difficulties, doubts, that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

“**RESOLVED FURTHER** that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary applications, if required, and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including altering, deleting, inserting any clause and to solve any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company.”

5. Approval for Related Party Transaction(s):
To consider and if thought fit, to pass, with or without modification the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (the “Companies Act”) read with applicable provisions the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of amended regulation 23 and such other applicable provisions / regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other provisions of applicable laws / rules and subject to the approval / consent of such appropriate authorities as may be required, under any statute for the time being in force, if any, (including any amendment, modifications or re-enactment thereof), consent of the members of the Company be and is hereby accorded to the Company for related party transaction(s) (whether by way of an Individual Transaction or Transactions taken together or series of transactions or otherwise) entered or to be entered into with following related parties, up to the maximum per annum amounts as appended in table below against each of the related parties and on such terms and conditions as may be considered appropriate by the Board of Directors:”

Sr. No.	Name of the Related Party	Relationship	*Maximum Value of Transactions per annum (Amount in ₹ Crore)
1	Mr. Viral P Desai	Managing Director	5
2	Dr. Pradip K Desai	Relative of Director	5
3	Mrs. Sujata Desai	Chief Operating Officer	5

*Probable value of transactions per annum

“**RESOLVED FURTHER** that the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, 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.”

“**RESOLVED FURTHER** that the Board of Directors of the Company and/or any director of the Company and/or a committee thereof, be and are hereby severally and/or jointly authorised to do or cause to be done all such acts, matters, deeds, things and to settle any queries, difficulties, doubts, that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

“**RESOLVED FURTHER** that all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby jointly and/or severally authorized to submit the necessary applications, if required, and the other required documents, forms and papers to the Registrar of Companies and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution including altering, deleting, inserting any clause and to solve any difficulties that may arise while giving effect to this resolution without seeking any further approval of the members of the Company.”

Date : May 30, 2026
Place : Surat

For and on behalf of the Board of Directors

Urvi Shinde
Company Secretary and Compliance Officer

Registered Office:
9th Floor, 902-904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road,
Surat – 395 007
CIN: L74999GJ1980PLC003710

Notes:

a) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out the material facts with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company considered the special business under Item Number 3 to 5.
b) The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
c) The Register of Members and Share Transfer Books of the Company will remain closed from September 22, 2026 to September 28, 2026 (both days inclusive).

d) M/s. Accurate Securities and Registry Private Limited is the Registrar and Share Transfer Agent of the Company. Shareholders are requested to make all correspondence including change of address to them at the following address.

Accurate Securities and Registry Private Limited
Unit: Span Divergent Limited, B1105 – 1108, K P Epitome, Nr. Makarba Lake,
Nr. Siddhi Vinayak Towers, Makarba, Ahmedabad - 380051
Telephone No.: +91-79-4800 0319, Email: investor@accuratesecurities.com Website: www.accuratesecurities.com

e) Process for registration of Email Id for obtaining Annual Report, User ID and password for e-voting and updating of bank account mandate;
   i. In case shares are held in physical mode, members are requested to approach Company's Registrar & Transfer Agent, Accurate Securities and Registry Private Limited.
   ii. In case shares are held in Demat Mode, members are requested to update Email Id and Bank Account details with their respective Depository Participants.

f) Members are advised to avail of the facility for receipt of future dividends through Electronic Clearing Services (ECS). Members holding shares in dematerialized mode are requested to contact their respective Depository Participants (DPs) for availing ECS facility. Members holding shares in physical form and desirous of availing ECS facility are requested to write to the Company's Registrar & Share Transfer Agent for details.

g) Members seeking further information on the Accounts or any other matter contained in the notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.

h) The Ministry of Corporate Affairs (MCA) on May 10, 2012, notified the IEPF (Uploading Information regarding unpaid and unclaimed dividend amounts lying with companies) Rules, 2012 (IEPF Rules) which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain the status of unclaimed amounts. In terms of the said IEPF Rules, the Company has uploaded the information of the unclaimed dividend on the website of the Company viz. http://span.in/shareholder-corner/unclaimed-dividend-iepf/ and has transferred amount of unpaid dividend to IEPF in accordance with the applicable rules. **Your company does not have any unclaimed dividend amount lying with the Company as on date.**

i) Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

j) As per Section 118(1) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting".**

k) Documents referred to in the notice are open for inspection at the registered office of the Company during business hours on any working day except Saturday and holidays up to the date of the Annual General Meeting.

l) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile number, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details, such as Name of Bank, branch details, bank account number, MICR Code, IFSC Code, etc.
      a) **For Shares held in electronic form:** to their Depository Participants (DPs)
      b) **For Shares held in physical form:** to the Registrar and Transfer Agent in the prescribed form ISR 1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRDS/MIRDS_RTAMB/CIR/2021/655 dated November 03, 2021.

   Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at http://span.in/shareholder-corner/miscellaneous-shareholders-information/ and on the website of the Company's Registrar and Transfer Agent, Accurate Securities and Registry Private Limited at https://www.accuratesecurities.com/. **It may be noted that any service request can be processed only after the folio is KYC Compliant.**

   SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, **Members are advised to dematerialise the shares held by them in physical form.**

   As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website http://span.in/shareholder-corner/miscellaneous-shareholders-information/ and on the website of the Company's Registrar and Transfer Agent, Accurate Securities and Registry Private Limited at https://www.accuratesecurities.com/. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Accurate Securities and Registry Private Limited in case the shares are held in physical form.

m) **General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-voting:**
   1) The Ministry of Corporate Affairs ("MCA") has, vide its **General Circular No. 03/2025 dated September 22, 2025**, read with General Circular No. **09/2024** dated September 19, 2024, General Circular No. **09/2023** dated September 25, 2023, General Circular No. **10/2022** dated December 28, 2022, General Circular No. **02/2022** dated May 05, 2022, General Circular No. **02/2021** dated January 13, 2021, General Circular No. **20/2020** dated May 05, 2020, General Circular No. **14/2020** dated April 08, 2020 and General Circular No. **17/2020** dated April 13, 2020 (collectively referred to as the **"MCA Circulars"**) and the Securities and Exchange Board of India ("SEBI") vide Circular No. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133** dated October 03, 2024, read with Circular No. **SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167** dated October 07, 2023, Circular No. **SEBI/HO/CFD/PoD-2/P/CIR/2023/4** dated January 05, 2023, Circular No. **SEBI/HO/CFD/CMD2/CIR/P/2022/62** dated May 13, 2022, Circular No. **SEBI/HO/CFD/CMD1/CIR/P/2020/79** dated May 12, 2020 and Circular No. **SEBI/HO/CFD/CMD2/CIR/P/2021/11** dated January 15, 2021 (collectively referred to as the **"SEBI Circulars"**), permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the aforesaid MCA Circulars and SEBI Circulars, the **Annual General Meeting ("AGM") of the Company is being held through VC/OAVM**.

2) Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the Annual General Meeting ("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 Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3) In accordance with the MCA Circulars and the SEBI Circulars, 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 e-mail addresses are registered with the Company / Registrar and Share Transfer Agent / Depository Participants. The Notice of the AGM and the Annual Report are also available on the Company's website **http://span.in/shareholder-corner/financial-results/**, on the website of **BSE Limited** at **www.bseindia.com** and on the website of **National Securities Depository Limited ("NSDL")** at **www.evoting.nsdl.com**. In terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, a letter containing the web-link and the exact path for accessing the complete Annual Report has also been sent to those Members whose e-mail addresses are not registered with the Company.

4) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the applicable MCA Circulars and SEBI Circulars, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means as the authorised agency. The facility for voting through remote e-voting as well as e-voting during the AGM will be made available by NSDL.

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

6) The remote e-voting period begins on Friday, September 25, 2026, at 9:00 A.M. (IST) and ends on Sunday, September 27, 2026, at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, The Members, whose names appear in the Register of Members / Beneficial Owners, as on the cut-off date, Monday, September 21, 2026, may cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holds shares as on the cut-off date, i.e., **September 21, 2026**, may obtain the login ID and password by sending a request to **evoting@nsdl.com** or by following the procedure specified in this Notice. The remote e-voting module shall be disabled by NSDL after **5:00 P.M. (IST) on September 27, 2026**, and thereafter remote e-voting shall not be allowed.

7) The details of process and manner for remote e-voting and e-voting during the AGM are as under:

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

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

Step 1: Access to NSDL e-voting system

A) **Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode** in terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual Shareholders Holding Securities in Demat mode are allowed to vote through their Demat Account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

	Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in Demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. **Password details for shareholders other than Individual shareholders are given below:**
   a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      a. If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      b. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csmiteshrana@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.
   Grievances connected with e-voting may be referred to Ms. Prajakta Pawle, NSDL at evoting@nsdl.com or call on 022 - 4886 7000.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@span.co.in
2. In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@span.co.in. If you are an Individual shareholder holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their Mobile Number and Email ID correctly in their Demat account in order to access e-voting facility.

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

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

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

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

   Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending a request from their registered email address to secretarial@span.co.in between Wednesday, September 16, 2026 (from 9:00 a.m. IST) to Tuesday, September 22, 2026 (up to 5:00 p.m. IST). The request must mention their name, DP ID and Client ID/folio number, PAN and mobile number. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions on the resolutions proposed in the Notice convening the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

   Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
   In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@span.co.in

   In case shares are held in Demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@span.co.in

OTHER INSTRUCTIONS

I. Mr. Mitesh Rana of Mitesh Rana & Co., Company Secretaries (Membership No.: F13631) has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in fair and transparent manner.

II. Chairman of the Company and in his absence Mr. Viral P Desai, Managing Director or any other person authorised will declare the voting results based on scrutinizers report received on e-voting and voting during the meeting. The voting results along with scrutinizers report will be displayed on Company's website http://span.in and Stock Exchange's website www.bseindia.com.

For and on behalf of the Board of Directors

Date: May 30, 2026
Place: Surat

Urvi Shinde
Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE:

I. EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to Item No. 3 to 5 of the accompanying Notice dated May 30, 2026.

Resolution at Item No. 3

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, approval of the Members by way of a Special Resolution is required for the appointment or continuation of directorship of a Non-Executive Director who has attained the age of seventy-five (75) years.

Mr. **Sanjay Mehta** (DIN: 00002817), Non-Executive Non-Independent Director of the Company, attained the age of **75 years on October 20, 2024**. Accordingly, in terms of Regulation 17(1A) of the SEBI Listing Regulations, the approval of the Members is being sought by way of a Special Resolution for the continuation of his directorship as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, for so long as he continues to hold office in accordance with the provisions of the Companies Act, 2013.

Mr. Sanjay Mehta is a Fellow Chartered Accountant and Cost & Works Accountant by qualification. He has been in practice as a Chartered Accountant for more than **45 years** and possesses extensive experience in auditing, corporate advisory services, domestic and international taxation, project finance, working capital appraisal, corporate laws, FEMA, indirect taxation, management accounting and management information systems (MIS).

He presently serves as the Chairman of the Stakeholders' Relationship Committee and is a Member of the Audit Committee and the Nomination and Remuneration Committee of the Board of the Company. His guidance, financial expertise and strategic inputs have significantly contributed to the governance framework and overall growth of the Company.
Mr. Sanjay Mehta is also a Director on the Board of the following companies:

1. Neogen Ionics Limited
2. Neogen Chemicals Limited
3. Meera Industries Limited
4. Cognate Biolabs Private Limited

Apart from his directorships, Mr. Sanjay Mehta is also a Partner of **Akkad Mehta & Co. LLP**, Chartered Accountants.

The Board of Directors is of the opinion that Mr. Sanjay Mehta's vast professional knowledge, extensive experience, integrity, financial expertise and valuable guidance continue to be of immense benefit to the Company. His continued association on the Board will enable the Company to benefit from his rich experience and prudent advice in strategic, financial and governance matters. Accordingly, the Board considers it desirable and in the best interests of the Company to continue his directorship.

The information required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, relating to Mr. Sanjay Mehta, forms part of the Annexure to this Notice.

Except Mr. Sanjay Mehta and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Common Explanatory Statement for Resolution at Item No. 4 and Resolution at Item No. 5

Approval of Material Related Party Transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Regulation 23 of the SEBI Listing Regulations, stipulate that 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 ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and will require prior approval of Members by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1) (zc) of the Listing Regulations has also enhanced the definition of Related Party(ies) and Related Party Transactions (RPTs) which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

A. Background, details and benefits of the proposed Material Related Party Transactions by the Company
Name of Related Parties as mentioned in the resolution are Related Parties as defined under Section 2 (76) of the Companies Act, 2013 and/ or under applicable accounting standards read with Regulation 2 (1) (zb) of the SEBI LODR, 2015.

The Company has entered into/is proposing to enter into certain business transactions with the related parties per annum respectively. The nature of transactions is in the form of Investments including Investment in form of fluctuating Capital (Payment or Repayments), Securities, Interest, Management Fees, Guarantee Commission, Rent, Lease Rent, Remuneration, other transactions of financial nature etc. from/by related parties. All transactions entered into/to be entered into by the Company with each of the related parties were/are in the ordinary course of business and/or were/are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/SEBI LODR, 2015 were obtained. The related party transaction may or may not fall under the purview of Section 188 of the Companies Act, 2013 being ordinary course of business and at arm's length price however same are covered under the provisions of the regulation 23 of the SEBI Listing Regulations.

(In ₹ Lakhs)

Sr. No.	Name of the related party	Nature of transactions	March 31, 2026	March 31, 2025	March 31, 2024
1	Dryfruit Factory LLP	Payment:			
		Investment Made	232.17	0.50	10.50
		Receipt:			
		Investment	41.40	-	-
		Management Fees	-	11.56	18.15
		Interest capital	111.65	107.35	106.54
		Guarantee Commission	1.84	4.39	3.95
		Rent	12.48	21.95	20.91
2	Aranya Consulting and Biotech LLP (Formerly, Aranya Agri Biotech LLP)	Payment:			
		Investment Made	-	-	-
		Interest Capital	-	-	-
		Receipt:			
		Investment	-	-	-
		Management Fees	-	-	-
		Guarantee Commission	-	-	-
		Interest capital	19.00	5.66	50.23
3	Span Diagnostics LLP (Subsidiary up to November 10, 2025)	Payment:			
		Investment Made	0.10	0.10	0.05
		Receipt:	-	-	-
		Capital Contribution	0.99	-	-
4	Biospan Scientific LLP	Payment:			
		Investment Made	23.50	-	8.50
		Receipt:			
		Investment Made	45.60	-	-
		Reimbursement of Expenses			
5	Biospan Contamination Control Solutions Pvt Ltd	Receipt:			
		Reimbursement of Expenses	0.002	-	0.002
		Management Fees	2.03	2.07	2.50
6	Mr. Viral Desai*	Payment			
		Director Remuneration	33.97	33.97	33.97
		Rent	5.94	5.94	5.78
7	Ms. Sujata Desai*	Salary	29.03	29.03	29.03
		Rent	5.94	5.94	5.78
		Reimbursement of Expenses	0.06	0.06	0.06
8	Mr. Paras Desai*	Salary	42.00	42.00	42.00
		Leave encashment	-	2.12	-
		Reimbursement of Expenses	0.06	0.06	0.06
9	Dr. Pradip Desai	Payment			
		Director Remuneration	-	-	6.82
		Sitting Fees	0.15	0.20	0.20
		Un Secured Loan	-	5.50	56.30
10	Ms. Urvi Shinde	Salary	2.58	2.61	2.52
11	Desai Farmharvest LLP (Struck off w.e.f. May 13, 2025)	Gain on Investment	-	0.47	-
		Repayment of Capital	-	14.85	-

As the above transactions with each of the related parties as mentioned were considered to be or are likely to be Material Related Party Transactions based on the definition of Material Related Party Transactions as prevailing in the SEBI LODR, 2015.
*Includes Provision of Superannuation (In case of Mr. Viral Desai), Provident Fund and other retiral benefits.

Approval of the Members of the Company is therefore required in terms of Regulation 23 of the SEBI LODR, 2015 by way of passing of an Ordinary Resolution for approving overall limit of the transactions with each of the related parties as mentioned in the resolution, as such transaction may exceed the limit prescribed in the SEBI LODR, 2015.

Further, no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

Relevant documents, if any, in respect of the said item are available in electronic form for inspection by the Members of the Company up-to the last date of the remote e-voting.

The Board recommends the Ordinary Resolutions as set out for approval by the Members.

The transactions that the Company has had with its related parties for the last three years are given below:

The aforesaid contracts/arrangements and transactions are reviewed and approved by the Independent Directors of the Audit Committee and Members of the Company, as applicable.

This Common Explanatory Statement for Resolution at Item No. 4 and Resolution at Item No. 5 be read along with Additional Explanatory Statement for Resolution at Item No. 4 and Resolution at Item No. 5 respectively.

Additional Explanatory Statement for Resolution at Item No. 4

Details of the existing as well as new material related party transactions including the information required to be disclosed in the Explanatory Statement pursuant to the applicable SEBI Master Circular are as follows:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="3">Details</th></tr>
<tr><td>1</td><td>Type, material terms and particulars of the proposed transaction;</td><td colspan="3">The nature of transactions is in the form of Investments including Investment in form of fluctuating Capital (Payment or Repayments), Securities, Interest, Management Fees, Guarantee Commission, Rent, Lease Rent, Remuneration, other transactions of financial nature etc. from/by related parties. All transactions to be entered into are at arm’s length. Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates.</td></tr>
<tr><td>2</td><td>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);</td><td colspan="3">Dryfruit Factory LLP, Aranya Consulting and Biotech LLP (Formerly, Aranya Agri Biotech LLP), Span Diagnostics LLP (Subsidiary up to November 10, 2025), and Biospan Scientific LLP are subsidiary LLPs of the Company, while Biospan Contamination Control Solutions Private Limited is a subsidiary company. Accordingly, these entities qualify as related parties of the Company pursuant to the provisions of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (particular tenure shall be specified);</td><td colspan="3">The contracts, contractual arrangements, agreements, or instruments proposed to be entered into with related parties may have a tenure ranging from one year to up to ten years.</td></tr>
<tr><td>4</td><td>Value of the proposed transactions</td><td colspan="3">The transactions with related parties shall not exceed the overall monetary limits as detailed in the resolution set out at Item No. 4. The approval for the overall monetary limit with each related party, on a per annum basis, as specified in the said resolution, is hereby granted. The authorisation conferred by this resolution shall remain valid until the conclusion of the ensuing Annual General Meeting and shall continue to remain in force until the next Annual General Meeting thereafter.</td></tr>
<tr><td>5</td><td>Total transactions for past three years</td><td colspan="3">The details of transactions undertaken with each of the related parties during the past three financial years are disclosed in the Common Explanatory Statement to the Resolutions at Item No. 4 and Item No. 5.</td></tr>
<tr><td rowspan="7">6</td><td rowspan="7">The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a Related Party Transactions(RPT) involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided);</td><td colspan="3">The value of the proposed transactions with each related party may or may not exceed 10% of the annual consolidated turnover of the Company, as per the latest audited consolidated financial statements.</td></tr>
<tr><td>Name of Related Party</td><td>% of Annual Consolidated Turnover</td><td>% of Annual Standalone Turnover of respective Subsidiary</td></tr>
<tr><td>Dryfruit Factory LLP</td><td>Approximately 435.42%</td><td>Approximately 1304.95%</td></tr>
<tr><td>Aranya Consulting and Biotech LLP (Formerly, Aranya Agri Biotech LLP)</td><td>Approximately 29.03%</td><td>Approximately 69444.44%</td></tr>
<tr><td>Span Diagnostics LLP (Subsidiary up to November 10, 2025)</td><td>Approximately 29.03%</td><td>The LLP is inoperative.</td></tr>
<tr><td>Biospan Scientific LLP</td><td>Approximately 29.03%</td><td>Approximately 211.65%</td></tr>
<tr><td>Biospan Contamination Control Solutions Private Limited</td><td>Approximately 29.03%</td><td>Approximately 492.56%</td></tr>
<tr><td>7</td><td>Justification as to why the RPT is in the interest of the listed entity</td><td colspan="3">Arrangement is commercially beneficial.</td></tr>
<tr><td>8</td><td>A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;</td><td colspan="3">The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm’s length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.</td></tr>
<tr><td>9</td><td colspan="4">Following additional disclosures to be made in case of loans, inter-corporate deposits, advances or investments made or given</td></tr>
</table>

A	**Source of funds**	Internal accruals
B	**In case any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment:** **• Nature of indebtedness.** **• Cost of funds; and** **• Tenure of the indebtedness**	Not Applicable
C.	**Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security**	The Company is engaged in the business of activities of head offices and functions as a holding entity. It operates through various lines of business via its subsidiary LLPs, wherein it invests in their capital and, from time to time, provides securities or other financial support based on the operational and funding requirements of the respective subsidiary entities.
D	**Purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT**	The funds collected shall be deployed by the subsidiaries in furtherance of their respective business and operational activities.
E	**Any other relevant Information**	All material information relevant to the proposed resolutions is set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013, which forms an integral part of this Notice.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be, deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

This Additional Explanatory Statement for the Resolution at Item No. 4 is to be read in conjunction with the Common Explanatory Statement for Resolutions at Item No. 4 and Item No. 5, provided after the Explanatory Statement for the Resolution at Item No. 3.

Additional Explanatory Statement Resolution at Item No. 5

Details to be placed before Members in line with the SEBI Circular are given below:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="2">Details</th></tr>
<tr><td>1</td><td>Type, material terms and particulars of the proposed transaction;</td><td colspan="2">The nature of transactions is in the form of Investments including Investment in form of fluctuating Capital (Payment or Repayments), Securities, Interest, Management Fees, Guarantee Commission, Rent, Lease Rent, Remuneration, other transactions of financial nature etc. from/by related parties. All transactions to be entered into are at arm’s length. Transactions in the ordinary course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates.</td></tr>
<tr><td>2</td><td>Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);</td><td colspan="2">Mr. Viral P Desai is Managing Director of the Company. Dr. Pradip K Desai is Relative of Director of the Company and Ms. Sujata Desai is Relative of Director of the Company.</td></tr>
<tr><td>3</td><td>Tenure of the proposed transaction (particular tenure shall be specified);</td><td colspan="2">The contracts, contractual arrangements, agreements, or instruments proposed to be entered into with related parties may have a tenure of up to five years.</td></tr>
<tr><td>4</td><td>Value of the proposed transaction</td><td colspan="2">The transactions with related parties shall not exceed the overall monetary limits as detailed in the resolution set out at Item No. 5. The approval for the overall monetary limit with each related party, on a per annum basis, as specified in the said resolution, is hereby granted. The authorisation conferred by this resolution shall remain valid until the conclusion of the ensuing Annual General Meeting and shall continue to remain in force until the next Annual General Meeting thereafter.</td></tr>
<tr><td>5</td><td>Total transactions for past three years</td><td colspan="2">The transactions undertaken with each of the related parties during the past three financial years are disclosed in the Common Explanatory Statement for the Resolutions at Item No. 4 and Item No. 5.</td></tr>
<tr><td rowspan="5">6</td><td rowspan="5">The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and
for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided);</td><td colspan="2">For proposed transaction value may or may not exceed 10% of Annual Consolidated Turnover for each of the related party.</td></tr>
<tr><td>Name of Related Party</td><td>% of Annual Consolidated Turnover</td></tr>
<tr><td>Mr. Viral P Desai</td><td>Approximately 29.03%</td></tr>
<tr><td>Dr. Pradip K Desai</td><td>Approximately 29.03%</td></tr>
<tr><td>Mrs. Sujata Desai</td><td>Approximately 29.03%</td></tr>
<tr><td>7</td><td>If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:
i) details of the source of funds in connection with the proposed transaction;
ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments, cost of funds; and tenure;</td><td colspan="2">Not Applicable</td></tr>
</table>

	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
8	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial.
9	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	The Company conducts transactions with related parties in its ordinary course of business at prices which are at arm's length. The pricing for such transactions are established generally considering market price for comparable transactions with unrelated parties where available or on cost plus reasonable margin basis. The reimbursements/recoveries are basis actual cost incurred.

None of Directors, Key Managerial Personnel and their relatives (to the extent of their shareholding interest in the Company) except Mr. Viral Desai, Managing Director, Dr. Pradip K Desai, Director and Ms. Sujata Desai along with their relatives are concerned or interested, financially or otherwise in passing of this resolution.

The Board recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

This Additional Explanatory Statement for the Resolution at Item No. 4 is to be read in conjunction with the Common Explanatory Statement for Resolutions at Item No. 4 and Item No. 5, provided after the Explanatory Statement for the Resolution at Item No. 3.

Annexure-A

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr. Sanjay Mehta
Date of Birth	October 20, 1950
Age	76
Qualification	Commerce Graduate, Chartered Accountant, Cost & Work Accountant
Date of Appointment	**August 21, 2004**
Experience in Specific functional area	A practicing Chartered Accountant at Mumbai, having post qualification experience of more than 45 years in the area of auditing, corporate advisory services in the field of domestic & international taxation, project finance, working capital appraisals, company law compliance, FEMA regulations, indirect taxes, management accounting etc. He is associated with the Company since its inception and has been providing guidance in the area of Corporate Finance, Taxation and Company Law matters.
List of Companies in which outside directorship held	1. Neogen Ionics Limited 2. Neogen Chemicals Limited 3. Meera Industries Limited 4. Cognate Biolabs Private Limited
Membership of Committee of the Board of Director of the Company	Member of Audit Committee, Nomination and Remuneration Committee, Chairman of Stakeholder Relationship Committee
Membership in Committee in other Listed Companies	Member of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee of Meera Industries Limited
Relationship with other Directors, Manager and other Key Managerial Personnel	Not Applicable
No. of Shares held	32,800

Date : May 30, 2026
Place : Surat

For and on behalf of the Board of Directors

Urvi Shinde
Company Secretary and Compliance Officer

Registered Office:
9th Floor, 902 – 904, Rajhans Bonista, Behind Ram Chowk Temple, Ghod Dod Road,
Surat – 395 007
CIN: L74999GJ1980PLC003710