Indokem Limited

(CIN: L31300MH1964PLC013088)

Registered Office:
"KHATAU HOUSE," Ground Floor
Mogul Lane, Mahim (West),
Mumbai - 400 016.

Phone : 022-61236767
Fax : 022-61236718
E-mail : iklsecretarial@gmail.com
Website: www.indokem.co.in

24th August, 2026

To,
BSE Limited,
Corporate Relations Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 504092

Subject: Notice of 60th Annual General Meeting ("AGM") of the Company for the Financial Year 2025-26 as required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")

Respected Sir/Madam,

Notice is hereby given that the **60th Annual General Meeting** of the Company will be held on **Thursday, September 24, 2026, at 2:00 P.M. (IST)** through video Conferencing (VC) / other audio visual means (OAVM) without the physical presence of the Members at a common venue, in compliance with General Circular issued by Ministry of Corporate Affairs (collectively referred as "MCA Circulars") and circular issued by the Securities and Exchange Board of India (SEBI) and provisions of the Companies Act, 2013 and Listing Regulations, to transact the businesses set out in the notice convening the meeting. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

The facility to exercise the vote at the aforesaid Annual General Meeting by electronic means (e-voting) on all resolutions as set out in the notice will be provided to those members, holding shares either in physical or electronic form as on the **cut-off date i.e. Thursday, September 17, 2026**. **The e-voting will commence on Monday, September 21, 2026 at 9:00 a.m. (IST) and end on Wednesday, September 23, 2026, at 5:00 p.m. (IST) (both days inclusive).**

The Notice of the AGM forming part of the Annual Report is also available on the website of the Company at https://www.indokem.co.in/Annual-Report.php.

This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations.

Herewith enclosed is the detailed notice of the same.

Kindly take the same on your record.

Thanking You.

Yours Sincerely,
For INDOKEM LIMITED

RAJESH DINKAR PISAL
Digitally signed by RAJESH DINKAR PISAL
Date: 2026.08.24 17:52:07 +05'30'

Rajesh D. Pisal
Company Secretary and Compliance Officer

Encl.: Notice of 60th Annual General Meeting of the Company.

INDOKEM LIMITED

(CIN: L31300MH1964PLC013088)

Regd. Office: Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **SIXTIETH (60th) Annual General Meeting** (“AGM”) of the members of Indokem Limited (“the Company” or “Indokem”) will be held on Thursday, September 24, 2026, at 2:00 p.m. IST through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

The proceedings of the Sixtieth Annual General Meeting (“AGM”) shall be deemed to be conducted at the Registered Office of the Company at Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai - 400 016 which shall be the deemed venue of the AGM.

ORDINARY BUSINESS:

Item No.1 – To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon:

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

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, as circulated to the Members, be considered and adopted.”

Item No.2 – To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon:

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon, as circulated to the Members, be considered and adopted.”

Item No. 3 – Re-appointment of Mrs. Asha Mahendra Khatau as Director, liable to retire by rotation:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Asha Mahendra Khatau (DIN: 00063944), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

Item No. 4 – Re-appointment of Mr. Arupkumar Basu as Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for the time being in force] and Articles of Association of the Company, approval of the members be and is hereby accorded to the re-appointment of Mr. Arupkumar Basu, (DIN : 00906760) as Managing Director of the Company, for a period of 3 years commencing from the expiry of his present term of office i.e. 29th September 2026, not liable to retire by rotation, on the remuneration, terms and conditions as set out in the explanatory statement annexed to the Notice, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT pursuant to Section 196 and any other applicable provisions of the Companies Act, 2013, approval of the Members be and is hereby accorded to the re-appointment of directorship of Mr. Arupkumar Basu, as he has attained the age of 71 years.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter or vary the scope of appointment and / or remuneration of Mr. Arupkumar Basu, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No. 5 - Revision in remuneration payable to Mr. Manish M. Khatau (DIN: 02952828), Whole-time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and 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), based on the recommendation of the Nomination and Remuneration Committee and pursuant to the approval of the Board of Directors of the Company at its meeting dated January 30, 2026, approval of the shareholders be and is hereby accorded to pay remuneration to Mr. Manish M. Khatau (DIN:02952828), Whole-time Director of the Company for the financial year 2026-27 effective from April 1, 2026 in following manner:

Particulars	(Amount in Rs. Per annum)
Salary	20,70,000
City Compensatory Allowance	17,22,240
Gratuity	99,360
Provident Fund	2,48,400
Total	**41,40,000**

A) **Other Benefits:**

i) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/ lodging, travel, etc., for self and family and attendant;

ii) Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self and family;

iii) Telephone: Free telephone facility at residence including mobile phone and other suitable communication facilities;

iv) Club Fees: Actual fees of clubs will be reimbursed.

v) Car with driver: The Company will provide a car with driver.

vi) Earned Leave: Encashment of leave for a maximum of 30 days at the end of the tenure will be permissible, which shall not be included in the computation of minimum remuneration. The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

vii) Residential Accommodation (Perquisite): The Company shall pay rent up to ₹6,00,000 per month for residential accommodation to be provided to Mr. Manish Mahendra Khatau, Whole-time Director, for the premises situated at 2nd Floor, Khatau Bungalow, 6, Manav Mandir Road, Walkeshwar, Malabar Hill, Mumbai – 400006 or such other premises, in terms of the Leave and License Agreement entered into between Ms. Brinda Khatau and others (Licensors) and Indokem Limited (Licensee) for a period from May 16, 2026 to March 15, 2031.

The Company shall pay a refundable security deposit of up to ₹15,00,000/-.

The said rent shall be treated as a perquisite forming part of the remuneration of the Whole-time Director and shall be over and above the existing remuneration structure, applicable during the currency of his tenure.

B) **Minimum remuneration:** Where in any financial year, during the currency of the tenure of Mr. Manish M. Khatau as Whole- time Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration permissible in accordance with the applicable provisions of Schedule V of the Companies Act, 2013, as minimum remuneration.

C) All other terms of appointment and remuneration shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter or vary the remuneration and perquisites payable to Mr. Manish M. Khatau, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No. 6 - Re-appointment of Mr. Manish M. Khatau as Whole-time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, for the time being in force] and Articles of Association of the Company, approval of the members be and is hereby accorded to the re-appointment of Mr. Manish Mahendra Khatau, (DIN : 02952828) as Whole-time Director of the Company, for a period of 3 years commencing from the expiry of his present term of office i.e. March 1, 2027, not liable to retire by rotation, on the remuneration, terms and conditions as set out in the explanatory statement annexed to the Notice, as minimum remuneration in the event of absence of profits and/or inadequacy of profits or otherwise, notwithstanding that such remuneration may exceed the limits specified under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Human Resources, Nomination and Remuneration Committee of the Board) be and is hereby authorized to alter or vary the scope of re-appointment and / or remuneration of Mr. Manish Mahendra Khatau, including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time, as may be considered appropriate, subject to the overall limits specified by this resolution and the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any of the Director(s) or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

Item No. 7 - Ratification of Remuneration of Cost Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, for the time being in force (including any statutory modification(s) or re-enactment thereof), the remuneration of Rs. 1,40,000/- (Rupees One Lakh Forty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, as recommended by the Audit Committee and approved by the Board of Directors of the Company, to be paid to M/s. Y. S. Gokhale & Associates, Cost Accountants, (Membership No. 32936, Firm Registration No. 101710), for conducting the audit of the cost records of the Company for the financial year ending March 31, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT any of the Director(s), Company Secretary and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

Item No. 8 - Approval for undertaking Material Related Party Transactions with Orchard Acres:

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4), and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), and/or permission(s) as may be required, and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted or to be constituted by the Board) to enter into and / or continue the material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether individually or taken together or as a series of transactions) as set out in the explanatory statement annexed hereto, with Orchard Acres, on such terms and conditions as may be mutually agreed between the Company and Orchard Acres, for an aggregate value not exceeding ₹46 crore during FY 2026–27, provided that such transaction(s) are undertaken at arm's length pricing and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s)/agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

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."

Item No. 9 - Approval for undertaking Material Related Party Transactions with Texcare Middle East LLC:

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4), and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), and/or permission(s) as may be required, and based on the recommendation of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted or to be constituted by the Board) to enter into and / or continue the material related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (whether individually or taken together or as a series of transactions) as set out in the explanatory statement annexed hereto, with Texcare Middle East LLC ("Texcare"), on such terms and conditions as may be mutually agreed between the Company and Texcare, for an aggregate value not exceeding ₹30 crore during FY 2026–27, provided that such transaction(s) are undertaken at arm's length pricing and in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s)/arrangement(s)/agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer/Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

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 respect."

For Indokem Limited
By order of the Board

Sd/-
Rajesh Dinkar Pisal
Company Secretary & Compliance Officer

Place: Mumbai
Date: July 31, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Items No. 4 to 9 is annexed thereto. Further, additional information relating to Directors in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Clause 1.2.5 of the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are also annexed as **Annexure - A** to the Notice and the details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("Industry Standards") in respect of Item Nos. 8 and 9, are also annexed as **Annexure - B** hereto.
2. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and the latest being 03/2025 dated September 22, 2025 (collectively referred to as the "MCA Circulars"), and issued by the Ministry of Corporate Affairs ("MCA") regarding the convening of AGMs through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), the 60th AGM of the Company is being convened through VC/OAVM without the physical presence of the Members at a common venue.

   Further, the Securities and Exchange Board of India ("SEBI"), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023, and October 3, 2024 ("SEBI Circulars"), has also provided relaxations under the SEBI Listing Regulations.
3. In compliance with the provisions of the Act, the Listing Regulations, and the above Circulars, the 60th AGM will be held through VC/OAVM on Thursday, September 24, 2026, at 2:00 p.m. IST. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") ("Secretarial Standard - 2") as amended, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Accordingly, this AGM shall be deemed to be conducted at the Registered Office of the Company at Khatau House, Plot No. 410, Mogul Lane, Mahim (West), Mumbai – 400 016. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. The proxy need not be a Member of the Company. However, since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM. Hence, the proxy form and attendance slip are not annexed to this Notice.
5. As per Clause 3.A.II of General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the items of

Special Business as appearing at Item Nos. 4 to 9 of the Notice are considered to be unavoidable by the Board and, therefore, form part of this Notice.

6. Corporate/ Institutional Members (i.e., other than individuals, HUF, NRI, etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote E-voting or E-voting facility at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorisation letter to the Scrutiniser at Email Id pcssamitatanksale@gmail.com with a copy to evoting@nsdl.com authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

   Further, Corporate / Institutional Members may also upload their Board Resolution/Power of Attorney/Authority Letter, etc., by clicking on the “Upload Board Resolution/Authority Letter” option under the “e-Voting” tab in their login at the NSDL e-voting website.

7. Only registered Members of the Company shall be entitled to attend and vote at the AGM through the VC/ OAVM facility. In the case of joint holders, the Member whose name appears first in the Register of Members as on the cut-off date shall be entitled to vote at the AGM.

8. Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.

9. Members can join the AGM through VC/OAVM mode 15 minutes before and up to 15 minutes after the scheduled time of commencement of the Meeting by following the instructions provided in the Notice. The facility for joining the AGM will be available for 1,000 Members on a first-come, first-served basis. This restriction shall not apply to large shareholders (i.e., shareholders holding 2% or more of the shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, and Auditors, who are allowed to attend the AGM without such restriction. Members will also be able to view the proceedings of the AGM on NSDL’s e-voting website at www.evoting.nsdl.com.

10. In line with the MCA and SEBI Circulars, the Notice of the AGM and the Annual Report for the financial year 2025–26 are being sent electronically to Members whose email addresses are registered with the Company/ NSDL/CDSL (collectively referred to as “Depositories”) or the Registrar & Transfer Agent (“RTA”), Members desirous of obtaining a physical copy may send a request by sending an email to iklsecretarial@gmail.com mentioning their Folio No./DP ID/Client ID.

    In compliance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter containing a weblink and QR code for accessing the Notice of 60th AGM and Annual Report for the financial year 2025-26 will be sent to those shareholders whose email address is not registered with the Company/RTA/Depository Participants/ Depositories.

    The AGM Notice and Annual Report 2025–26 are also available on the Company’s website at www.indokem.co.in, and on the websites of BSE Limited www.bseindia.com and NSDL www.evoting.nsdl.com.

11. Electronic copies of all documents referred to in the accompanying Notice and the Explanatory Statement shall be made available for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days up to the date of the AGM. During the 60th AGM, Members may access scanned copies of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, upon logging in at www.evoting.nsdl.com. Members seeking inspection of statutory registers or other relevant documents may send their request to the Company at iklsecretarial@gmail.com.

12. **BOOK CLOSURE:** The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, September 18, 2026 to Thursday, September 24, 2026** (both days inclusive).

13. Members are requested to promptly notify any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form and to MUFG Intime India Private Limited for equity shares held in physical form. Members holding shares in physical

form are requested to ensure that their PAN, KYC, nomination, contact details and bank account details are updated with the RTA

Members holding shares in physical mode should submit to MUFG Intime India Private Limited, the Forms given below along with requisite supporting documents as applicable:

Sr. No	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account details or changes/updation thereof	ISR-1
2.	Confirmation of Signature of Member by the Banker	ISR-2
3.	Declaration form for holders of physical securities in listed companies to opt out of nomination	ISR-3
4.	Request for issue of Duplicate Certificate and other service requests	ISR-4
5.	Request for Transmission of Securities by Nominee or Legal Heir	ISR-5
6.	Registration of Nomination	SH-13
7.	Cancellation or Variation of Nomination	SH-14

Members may refer to the detailed process available at https://web.in.mpms.mufg.com and proceed accordingly.

They may also refer to SEBI's FAQs available at: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf

14. Pursuant to Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable SEBI Circulars / Master Circular for Registrars to an Issue and Share Transfer Agents has mandated that listed entities shall process investor service requests, including issue of duplicate securities certificates, claim from Unclaimed Suspense Account, renewal/exchange, endorsement, sub-division/splitting, consolidation, transmission and transposition, by issuing/crediting the securities only in dematerialised form.

15. **TRANSFER OF SHARES PERMITTED IN DEMAT FORM:** As per Regulation 40 of the SEBI (LODR) Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated 6th February 2026 for Registrar to an Issue and Share Transfer Agent ("RTA Master Circular"), has mandated that securities shall be issued only in dematerialised mode while processing duplicate/ unclaimed suspense/ renewal/ exchange/ endorsement/ sub-division/ consolidation/ transmission/ transposition service requests received from physical securities holders. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, Members are advised to dematerialise their shares held in physical form.

    SEBI vide the RTA Master Circular, has dispensed with the requirements of issuance of a Letter of Confirmation (LOC) with effect from 2nd April 2026, by the Company/RTA while processing the above investor service requests. Accordingly, the securities will be credited directly to the shareholder's demat account upon submission of valid demat accounts details along with the demat conversion request form and Client Master List not older than two months duly attested by the Depository Participant.

16. **SPECIAL WINDOW FOR LODGEMENT OF PHYSICAL SHARE TRANSFER REQUESTS:** Pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, a special window is opened till 4th February 2027, to facilitate lodgement of transfer requests executed before 1st April 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents.

    Eligible shareholders are requested to submit the requisite documents before 4th February 2027 to Company/ RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien marked or pledged.

    The Company has communicated the opening of this special window through newspaper advertisements which are available on the website at https://www.indokem.co.in/Public-Notice.php

17. **NOMINATION:** As per the provisions of Section 72 of the Act and SEBI circulars, Members may nominate a person in respect of the shares held by them. Members who have not yet registered their nomination are requested to submit Form SH-13.

    To cancel or change a nomination or to opt out of nomination, Members may submit Form SH-14 or ISR-3, as applicable. The said forms can be downloaded from our website at https://www.indokem.co.in/Investor-Forms.php and website of the Registrar and Transfer Agent ('RTA') at https://web.in.mpms.mufg.com/KYC-downloads.html. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

18. In pursuance of SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023 and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, the facility of online dispute resolution mechanism is available through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/MUFG Intime Private Limited and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. The link to access the SMART ODR Portal is available on the website of the Company and can directly be access at https://smartodr.in/login.

19. **IEPF:** Under section 124 of the Act, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government. Members who have not encashed the dividend so far in respect of the unclaimed and unpaid dividends declared by the Company for the Financial Year 2018-19 and thereafter, are requested to make their claim to RTA well in advance of the last date for claiming such unclaimed and unpaid dividends.

    Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st March 2025 on the website of the Company at https://www.indokem.co.in and also available on the website of the MCA at http://www.iepf.gov.in.

    In accordance with the aforesaid IEPF Rules, an individual communication is being sent to all Members whose shares are due for transfer to the IEPF Authority and whose email IDs are available, informing them to claim their unclaimed/ unpaid dividend before due date to avoid such transfer of shares to IEPF Authority and notice in this regard is published in Newspapers.

    Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application in the prescribed IEPF-5 web form by login on www.mca.gov.in. After login, click on 'MCA services', then click on 'IEPF related services' and select 'IEPF-5 web form' for claiming unpaid amounts and shares.

20. Members whose shares and/or unclaimed dividends have already been transferred to the IEPF may contact the Company or its RTA to obtain the required documents, including the Entitlement Letter. Members can then submit Form IEPF-5, available at www.iepf.gov.in, along with the requisite documents, to claim such shares/ dividends.

21. To support the 'Green Initiative' in accordance with the Ministry of Corporate Affairs' (MCA) circulars, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. This will enable the Company to send all communications, including the Annual Report and Notice of General Meetings, electronically, thereby supporting paperless communication.

22. VOTING BY MEMBERS:

    a) In compliance with 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 Regulations, MCA Circulars, and SEBI Circulars, the Company is providing its Members with the facility to exercise their right to vote on the resolutions proposed at the AGM through electronic means, using the NSDL e-Voting system. Members may vote: (i) remotely prior to the AGM (as explained under Para g below), or (ii) during the AGM (as explained under Para h below). Instructions for attending the AGM through VC/OAVM are provided under Para i.

b) The voting rights of Members shall be in proportion to the paid-up equity share capital of the Company as on the cut-off date, i.e., Thursday, September 17, 2026.

c) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to cast their vote through remote e-Voting (either prior to or during the AGM), in respect of shares held by them.

d) The remote e-Voting period commences on Monday, September 21, 2026 at 9:00 a.m. (IST) and end on Wednesday, September 23, 2026, at 5:00 p.m. (IST). The remote e-Voting facility shall be disabled thereafter by NSDL and Members will not be allowed to vote beyond this time. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

e) Members may exercise their vote through only one mode – either remote e-Voting prior to the AGM or remote e-Voting during the AGM. Members attending the AGM through VC/OAVM who have not cast their vote prior to the AGM may vote during the AGM. However, Members who have already voted prior to the AGM shall not be allowed to vote again during the Meeting but may attend and participate in the AGM.

f) The Board of Directors has appointed Mrs. Samita Tanksale (Membership No. ACS 26044), Practising Company Secretary, as the Scrutinizer to scrutinize the remote e-Voting process (both before and during the AGM) in a fair and transparent manner. Mrs. Tanksale has communicated her willingness to act as the Scrutinizer.

g) INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE AGM THROUGH VC/OAVM:

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.

Type of shareholders	Login Method
	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. NSDL Mobile App is available on App Store Google Play
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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

Type of shareholders	Login Method
	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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcssamitatanksale@gmail.com with a copy marked to evoting@nsdl.co.in. 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 Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to iklsecretarial@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to iklsecretarial@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

h) 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 casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the 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.

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

1. Member 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 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 fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members, who would like to express their views/pose questions/register as speaker shareholder at the AGM, may send their questions in advance on or before Thursday, September 17, 2026 by 2.00 p.m. (IST) from their registered email address mentioning their name, demat account number/folio number and mobile number, to the Company’s email address iklsecretarial@gmail.com. The Members who have registered themselves as speaker will only be allowed to ask queries/express their views during the AGM. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.

For Indokem Limited
By order of the Board

Sd/-
Rajesh Dinkar Pisal
Company Secretary & Compliance Officer

Place: Mumbai
Date: July 31, 2026

Registered Office:
Khatau House, Plot No. 410,
Mogul Lane, Mahim (West),
Mumbai – 400 016.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015:

ITEM NO. 4: Re-appointment of Mr. Arupkumar Basu as Managing Director of the Company:

Mr. Arupkumar Basu had been appointed as the Managing Director of the Company for a period of 3 (three) years w.e.f. September 29, 2023 in the Annual General Meeting held on August 31, 2023 and hold office till September 28, 2026. In view of the impending expiry of his earlier appointment, the Board of Directors at its meeting held on May 4, 2026, based on the recommendations of the Nomination and Remuneration Committee have re-appointed Mr. Arupkumar Basu as Managing Director of the Company with effect from September 29, 2026 for a further period of 3 years.

Mr. Arupkumar Basu aged 71 years is presently designated as Managing Director of the Company. He is a B. Tech, Chemical Engineering from IIT, Bombay and has obtained a postgraduate management degree from IIM, Ahmedabad. He was Managing Director in Refnol Resins and Chemicals Limited of the Company since June 5, 2009. He was with Refnol Resins and Chemicals Limited for more than 40 years. He has vast experience in management, administration and effective policy formulations for efficient and smooth running of the Company and during his tenure he expanded business of the Company by introducing new clients and new products, to utilize his knowledge and experience in the operations of the Company and keeping in view of the same, it would be in the interest of the Company to re-appoint Mr. Arupkumar Basu as Managing Director for a period of 3 (three) years with effect from September 29, 2026 subject to the approval of Shareholders at the ensuing Annual General Meeting.

Mr. Arupkumar Basu has already attained the age of 71 years and, pursuant to Section 196(3)(a) of the Companies Act, 2013, his re-appointment as Managing Director requires approval of the Members by way of a Special Resolution. In accordance with the provisions of the Listing Regulations and the Companies Act, 2013 including amendments, if any, the Company hereby proposes to re-appoint him as Managing Director of the Company on attaining the age of 71 years, the Company is required to obtain the approval of members by passing the special resolution.

The additional information required under Regulation 36 of the Listing Regulations and applicable Secretarial Standards is annexed as **Annexure-A**.

Taking into consideration the duties and responsibilities of the Managing Director, the prevailing managerial remuneration in industry and considering the increasing size and complexity of the business and on the recommendation of the Nomination and Remuneration Committee, the Board has approved to continue with existing the following terms of remuneration for Mr. Arupkumar Basu, with effect from September 29, 2026:

A) **Salary:** Basic Salary of Rs. 1,68,614/- (Rupees One Lakh Sixty-Eight Thousand Six Hundred Fourteen Only) per month with suitable increment each year at the discretion of the Board of Directors in the Grade of Rs. 1,68,614/- to Rs. 3,50,000/- so long as he functions as such. He shall not be paid any sitting fees for attending meeting of the Board of Directors or committees thereof.

B) **The Managing Director shall be entitled to the following perquisites and facilities:**

a. House Rent Allowance: Not exceeding 50% of the salary per month.

b. Medical reimbursement: Reimbursement of medical expenses in accordance with the rules of the company.

c. Leave Travel Allowance: Leave Travel Allowance in accordance with the rules of the company.

d. Club Fees: Fees of Club subject to a maximum of two clubs. (No admission and life membership fees will be paid)

e. Personal Accident Insurance & Medical Insurance: Personal Accident and Medical insurance of an amount, the annual premium of which shall not exceed Rs. 25,000/- p.a.

f. Earned/Privilege Leave: Leave on full pay and allowances as per the rules of the Company.

g. Company's Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per the Rules of the Company, to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

h. Provision of car with driver and provision of telephones and other necessary communication facilities at his residence at Company's cost.

i. The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's Business.

j. Commission not exceeding 2% of the net profit of the Company.

C) **Minimum remuneration:** Where in any financial year, during the currency of the tenure of Mr. Arupkumar Basu as Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration permissible in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, as minimum remuneration.

The remuneration of Mr. Arupkumar Basu shall be within the limits prescribed under Companies Act, 2013 read with Schedule V of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of remuneration paid to Mr. Arupkumar Basu for the year 2025-26 is provided in the Corporate Governance Report forming part of the Annual Report.

Except Mr. Arupkumar Basu, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

I. GENERAL INFORMATION:

1) Nature of industry: Dyes and Chemicals.

2) Financial Performance based on given indicators:

During the year ended March 31, 2026, the Company achieved total Income of Rs. 15,128 Lakhs, a profit before depreciation and tax of Rs. 427 Lakhs and profit for the year was Rs.213 Lakhs. The detailed financial performance of the Company is discussed in the enclosed Annual Report for the year ended March 31, 2026.

3) Foreign investments or Collaborations, if any:

The Company has following subsidiaries Companies:

1. Indokem Bangladesh (Pvt.) Ltd in Bangladesh which was incorporated on April 30, 2023.
2. Refnol Overseas Limited, Mauritius which was incorporated on August 10, 1994.
3. Tex Care Middle East L.L.C., United Arb Emirates which was incorporated on July 13, 1994.

II. INFORMATION ABOUT APPOINTEE AND OTHER INFORMATION:

1) Background Details:

Mr. Arupkumar Basu aged 71 years.

He is a B. Tech, Chemical Engineering from IIT, Bombay and has obtained a postgraduate management degree from IIM, Ahmedabad. He is with the Company for past more than 3 years and was with Refnol Resins and Chemicals since last 40 years more particularly as Managing Director of the Refnol since last Twenty years. He has vast experience in management, administration and effective policy formulations for efficient and smooth running of the Company.

Other Directorship:

Sr. No	Name of the Company	Designation
1.	Ideal Foundation For Social And Economic Development	Director

Committees Positions: Nil

2) Past Remuneration: Rs. 26,23,296/- p.a. plus other benefits as per terms and conditions of service contract. (Financial Year 2025-26).

3) Recognition or awards: NIL

4) Job profile and suitability:

Mr. Arupkumar Basu (DIN: 00906760) shall be responsible for the day-to-day operations and managing the affairs of the Company under the superintendence, guidance and control of the Board.

5) Remuneration proposed:

As mentioned above under explanatory statement.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Keeping in view the type of the industry, size of the Company, the responsibilities and profile of Mr. Arupkumar Basu, the proposed remuneration is competitive with the remuneration paid by other Companies in similar line of business to such managerial personnel.

7) Pecuniary relationship with the Company, or relationship with the managerial personnel:

None of the Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested in the Resolution.

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits:

Uncertain economic conditions, poor economic growth, high inflation and slow-down in industrial growth severely affected the capital market. This had an adverse effect on profitability.

2) Steps taken /to be taken for improvement:

The Company has modernized its facilities and expanded its existing capacities of plant operations to produce more value added chemicals. The Company continues to make all efforts to recover dues from the clients by negotiations or by resorting to legal recourse. The Company has introduced new products and strategies to increase its sales volume.

3) Expected increase in productivity and profits:

The Management expects that the above and other efforts underway would result in an improved performance. However, considering the nature of the Company's activities and related factors, it is difficult to lay down expected profits in measurable terms.

IV. DISCLOSURES:

The details required to be furnished under the Disclosures, are already provided wherever applicable under the Explanatory Statement and Corporate Governance Report.

Mr. Arupkumar Basu satisfies all conditions set out in Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment. He is not disqualified from being a Director in terms of Section 164 of the Act.

He also confirmed that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any such authority and has given consent for re-appointment as Managing Director of the Company alongwith declarations as required under the Act and the rules made thereunder in the Listing Regulations, 2015.

In compliance with provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of re-appointment and remuneration of Mr. Arupkumar Basu as specified above are now placed before the Members for their approval.

Mr. Arupkumar Basu is interested in the Resolution as set out in the Notice which pertains to his re-appointment and remuneration payable to him.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No. 4.

This Explanatory Statement may also be regarded as a disclosure under Regulations of SEBI (Listing

Regulations, 2015) with the Stock Exchange.

Mr. Basu, being interested in the aforesaid matter, did not participate in the discussions and abstained from voting on the resolution when the same was considered by the Board.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for your approval.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. September 24, 2026 and shall also be available at the meeting.

ITEM NO. 5: Revision in remuneration payable to Mr. Manish M. Khatau (DIN: 02952828), Whole-time Director of the Company

Mr. Manish M. Khatau was appointed as Whole-time Director of the Company with effect from March 1, 2024 for a period of three years. The said appointment was approved by the Members at the Annual General Meeting of the Company held on August 31, 2023 and he holds office up to February 28, 2027.

Considering the responsibilities entrusted to him, his contribution towards the growth and operations of the Company and based on the recommendation of the Nomination and Remuneration Committee at its meeting held on January 30, 2026, the Board of Directors at its meeting held on January 30, 2026 approved the revision in remuneration payable to Mr. Manish M. Khatau for the remaining period of his tenure with effect from April 1, 2026, subject to approval of the Members and such other approvals as may be required.

The revised remuneration payable to Mr. Manish M. Khatau is set out in the Resolution under Item No. 5 of the Notice.

The profits of the Company are inadequate for the purpose of payment of remuneration to managerial personnel in accordance with the provisions of Section 197 of the Companies Act, 2013 and the Company may continue to have inadequate profits during the remaining tenure of Mr. Manish M. Khatau. Accordingly, pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto, approval of the Members by way of Special Resolution is being sought for payment of the aforesaid remuneration to Mr. Manish M. Khatau as minimum remuneration in the event of absence or inadequacy of profits during the remaining period of his tenure.

Mr. Manish M. Khatau belongs to the Promoter Group of the Company. Accordingly, the approval sought under this Resolution shall also constitute approval under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.

The residential accommodation proposed to be provided to Mr. Manish M. Khatau is considered necessary having regard to the nature of his responsibilities and duties and shall be treated as a perquisite forming part of his managerial remuneration in accordance with the provisions of the Companies Act, 2013.

The information as required under Section II of Part II of Schedule V to the Companies Act, 2013 is provided in Explanatory Statement to Item No. 6 and forms part of this Notice. Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings in respect of fixation of remuneration of Mr. Manish M. Khatau is provided in **Annexure A** to this Notice.

Accordingly, approval of the Members is sought by way of Special Resolution for revision in remuneration payable to Mr. Manish M. Khatau, Whole-time Director of the Company, as set out in Item No. 5 of the accompanying Notice.

Mr. Manish M. Khatau, Mr. Mahendra K. Khatau and Mrs. Asha Mahendra Khatau may be deemed to be concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice. Save and except the aforesaid persons, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said Resolution.

INSPECTION OF DOCUMENTS

The relevant resolutions and other documents referred to in this Explanatory Statement are available for electronic inspection by the Members without any fee from the date of circulation of this Notice up to the date of the AGM, i.e. September 24, 2026, and shall also be available for inspection during the AGM.

ITEM NO. 6: Re-appointment of Mr. Manish M. Khatau as Whole-time Director of the Company

Mr. Manish M. Khatau was appointed as Whole-time Director of the Company with effect from 1st March 2024 for a period of 3 years. This was approved by the shareholders at the Annual General Meeting held on 31st August 2023 and hold office till 28th February, 2027. In view of the impending expiry of his earlier appointment, the Board of Directors at its meeting held on 4th May, 2026, based on the recommendations of the Nomination and Remuneration Committee have re-appointed Mr. Manish M. Khatau as Whole-time Director of the Company with effect from 1st March, 2027 for a further period of 3 years.

Mr. Manish M. Khatau is the son of Mr. Mahendra K. Khatau, Chairman and Managing Director of the Company aged 39 years and has completed his graduation in BBA (Bachelor in Business Administration) from American Intercontinental University of London.

He was appointed as Vice President - Corporate Strategy in the Company during the year 2009 and after 7 years of rich and varied experience with the Company as Vice President, he was appointed as Whole-time Director of the Company during the year 2016 and has overall experience of 17 Years in this industry. He is very much informed about the working environment and norms of this industry. During his tenure he expanded business of the Company by introducing new clients and new products, to utilize his knowledge and experience in the operations of the Company and keeping in view of the same, it would be in the interest of the Company to re-appoint Mr. Manish M. Khatau as Whole-time Director for a period of 3 (three) years with effect from March 1, 2027 subject to the approval of Shareholders at the ensuing Annual General Meeting.

Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and considering the increasing size and complexity of the business and on the recommendation of the Nomination and Remuneration Committee, the Board has approved the following terms of remuneration for Mr. Manish M. Khatau, with effect from 1st March, 2027 (which are in line with his current terms):

Particulars	(Amount in Rs. Per annum)
Salary	20,70,000
City Compensatory Allowance	17,22,240
Gratuity	99,360
Provident Fund	2,48,400
Total	**41,40,000**

A) Other Benefits:

i) Reimbursement of actual medical expenses incurred in India or abroad for self and family including hospitalization expenses, treatment expenses and in case of medical treatment abroad, the air fare, boarding/ lodging, travel, etc., for self and family and attendant;

ii) Medical/Personal accident/ Travel insurance: Actual premium to be paid by the Company for self and family;

iii) Telephone: Free telephone facility at residence including mobile phone and other suitable communication facilities;

iv) Club Fees: Actual fees of clubs will be reimbursed.

v) Car with driver: The Company will provide a car with driver.

vi) Earned Leave: Encashment of leave for a maximum of 30 days at the end of the tenure will be permissible, which shall not be included in the computation of minimum remuneration. The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

vii) Residential Accommodation (Perquisite): The Company shall pay rent up to ₹6,00,000 per month for residential accommodation to be provided to Mr. Manish Mahendra Khatau, Whole-time Director, for the premises situated at 2nd Floor, Khatau Bungalow, 6, Manav Mandir Road, Walkeshwar, Malabar Hill, Mumbai – 400006 or such other premises, in terms of the Leave and License Agreement entered into between Ms. Brinda Khatau and others (Licensors) and Indokem Limited (Licensee) for a period from 16th May 2026 to 15th March 2031.

The above benefits will not be included in the computation of the ceiling on perquisites and allowances.

B) **Minimum remuneration:** Where in any financial year, during the currency of the tenure of Mr. Manish M. Khatau as Whole- time Director, the Company has no profits or its profits are inadequate, the Company shall pay remuneration permissible in accordance with the applicable provisions of Schedule V to the Companies Act, 2013, as minimum remuneration.

The remuneration of Mr. Manish M. Khatau shall be within the limits prescribed under Companies Act, 2013 read with Schedule V of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The details of remuneration paid to Mr. Manish M. Khatau for the year 2025-26 is provided in the Corporate Governance Report forming part of the Annual Report.

Mr. Manish M. Khatau (being the appointee), Mr. Mahendra K. Khatau, Chairman and Managing Director (Father), and Mrs. Asha Mahendra Khatau, Director (Mother) and their relatives may be deemed to be concerned or interested in the above resolution.

I. GENERAL INFORMATION:

1) Nature of industry: Dyes and Chemicals.

2) Financial Performance based on given indicators:

During the year ended 31st March 2026 the Company achieved total Income of Rs. 15,128 Lakhs, a profit before depreciation and tax of Rs. 427 Lakhs and profit for the year was Rs.213 Lakhs. The detailed financial performance of the Company is discussed in the enclosed Annual Report for the year ended 31st March, 2026.

3) Foreign investments or Collaborations, if any:

The Company has following subsidiaries Companies:

1. Indokem Bangladesh (Pvt.) Ltd in Bangladesh which was incorporated on 30th April 2023.
2. Refnol Overseas Limited, Mauritius which was incorporated on 10th August 1994.
3. Tex Care Middle East L.L.C., United Arb Emirates which was incorporated on 13th July 1994.

II. INFORMATION ABOUT APPOINTEE AND OTHER INFORMATION:

1) Background Details:

Mr. Manish M. Khatau son of Mr. Mahendra K. Khatau, Chairman and Managing Director of the Company aged 39 years has completed his graduation in BBA (Bachelor in Business Administration) from American Intercontinental University of London. He was appointed as Vice President - Corporate Strategy in the Company during the year 2009 and after 7 years of rich and varied experience with the Company as Vice President, he was appointed as Whole-time Director of the Company during the year 2016 and has overall experience of 17 years in the industry.

Mr. Manish M. Khatau is a promoter of the Company and holding 45,453 (0.16%) equity shares in the paid-up capital of the Company. During the last financial year, Mr. Manish M. Khatau attended all the 4 Board Meetings of the Company.

Other Directorship:

Sr. No	Name of the Company	Designation
1.	Asha Marine Products Private Limited	Director
2.	Emerald Capital Services Private Limited	Director
3.	Khatau Holdings and Trading Company Private Limited	Director
4.	Khatau Leasing and Finance Company Private Limited	Director
5.	MKK Holdings Pvt. Ltd.	Director
6.	Prerana Leasing & Finvest Private Limited	Director
7.	Priyanilgiri Holdings Pvt. Ltd.	Director
8.	Vindhyapriya Holdings Pvt. Ltd.	Director

Committees Positions:

Sr. No.	Name of the Company	Name of the Committee	Chairman/Member
1.	Indokem Limited	Committee of Board of Directors	Member
2.	Indokem Limited	Risk Management Committee	Member

2) **Past Remuneration:**

Rs.35,76,240/- p.a. plus other terms and conditions as per service contract. (Financial Year 2025-26).

3) **Recognition or awards:** NIL

4) **Job profile and suitability:**

Mr. Manish M. Khatau (DIN: 02952828) shall be responsible for the day-to-day operations and managing the affairs of the Company under the superintendence, guidance and control of the Board.

He is functioning as Whole-time Director of the Company since 1st March, 2016.

5) **Remuneration proposed:**

As mentioned above under explanatory statement.

6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

Keeping in view the type of the industry, size of the Company and the responsibilities and profile of Mr. Manish M. Khatau, the proposed remuneration is competitive with the remuneration paid by other Companies in similar line of business to such managerial personnel.

7) **Pecuniary relationship with the Company, or relationship with the managerial personnel:**

Mr. Manish M. Khatau is a promoter of the Company and holding 45,453 equity shares aggregating to 0.16% of equity shares in the paid-up capital of the Company. Mr. Mahendra K. Khatau, Smt. Asha M. Khatau, Directors of the Company, may be deemed to be interested in the Resolution pertaining to the appointment of and remuneration payable to Mr. Manish M. Khatau as they are related to each other. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company are, in any way, concerned or interested in the Resolution.

III. OTHER INFORMATION:

1) **Reasons of loss or inadequate profits:**

Uncertain economic conditions, poor economic growth, high inflation and slow-down in industrial growth severely affected the capital market. This had an adverse effect on profitability.

2) **Steps taken /to be taken for improvement:**

The Company has modernized its facilities and expanded its existing capacities of plant operations to produce more value added chemicals. The Company continues to make all efforts to recover dues from the clients by negotiations or by resorting to legal recourse. The Company has introduced new products and strategies to increase its sales volume.

3) **Expected increase in productivity and profits:**

The Management expects that the above and other efforts underway would result in an improved performance. However, considering the nature of the Company's activities and related factors, it is difficult to lay down expected profits in measurable terms.

IV. **DISCLOSURES:**

The details required to be furnished under the Disclosures, are already provided wherever applicable under the Explanatory Statement and Corporate Governance Report.

Mr. Manish M. Khatau satisfies the conditions prescribed under the Companies Act, 2013 and Schedule V thereto. He is not disqualified from being a Director in terms of Section 164 of the Act.

He also confirmed that he is not debarred from holding the office of Director pursuant to any order issued by the Securities and Exchange Board of India (SEBI) or any such authority and has given consent for re-appointment as Whole-time Director of the Company alongwith declarations as required under the Act and the rules made thereunder in the Listing Regulations, 2015.

In compliance with provisions of Sections 196 and 197 and other applicable provisions of the Act, read with Schedule V of the Act, the terms of re-appointment and remuneration of Mr. Manish M. Khatau as specified above are now placed before the Members for their approval.

Mr. Manish M. Khatau is interested in the Resolutions as set out in the Notice which pertains to his appointment and remuneration payable to him

Except Mr. Mahendra K. Khatau and Smt. Asha M. Khatau or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under Regulations of SEBI (Listing Regulations, 2015) with the Stock Exchange.

Since aforementioned persons are deemed to be interested in this resolution, they have not participated in the discussion or vote on this item during the meeting of the Board when this proposal was considered.

The Board recommends the Special Resolution as set out at Item No. 6 of the Notice for your approval.

INSPECTION OF DOCUMENTS

The relevant resolutions and other documents referred to in this Explanatory Statement are available for electronic inspection by the Members without any fee from the date of circulation of this Notice up to the date of the AGM, i.e. September 24, 2026, and shall also be available for inspection during the AGM.

ITEM NO. 7: Ratification of the Remuneration of Cost Auditor

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to maintain cost records and have them audited by a Cost Accountant in practice for its products as prescribed under the said Rules.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Y. S. Gokhale & Associates, Cost Accountants (Firm Registration No. 101710, Membership No. 32936) as the Cost Auditors of the Company to conduct the audit of cost records for the financial year ending March 31, 2027, at a remuneration of ₹1,40,000/- (Rupees One Lakh Forty Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses, if any.

In accordance with Section 148(3) of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors, as approved by the Board, is required to be ratified by the Members of the Company. Accordingly, the approval of the Members is sought for ratification of the remuneration payable to the Cost Auditors for FY 2026-27, by way of an Ordinary Resolution, as set out in Item No. 6 of the accompanying Notice.

M/s. Y. S. Gokhale & Associates have furnished a certificate dated June 26, 2026 confirming their eligibility for appointment under Section 148 and Rules framed thereunder. The firm has considerable experience in the field of cost audit and has previously conducted the audit of the Company's cost records in compliance with applicable laws.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested, financially or otherwise, in the said Resolution.

ITEMS NOS. 8 and 9: Approval for Related Party transactions

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") inter alia mandates that all Material Related Party Transactions ("RPTs") shall require prior approval of the Members of the Company through an Ordinary Resolution, even if such transactions are in the ordinary course of business and at arm's length pricing.

A transaction with a related party shall be considered material if, individually or taken together with previous transactions during a financial year, it exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower.

As per Regulation 2(1)(zb) of the SEBI Listing Regulations, a "related party" has been defined comprehensively, and Regulation 2(1)(zc) defines a "related party transaction" to include a transfer of resources, services, or obligations between:

(i) a listed entity or any of its subsidiaries, on one hand, and a related party of the listed entity or its subsidiaries, on the other hand; or

(ii) a listed entity or any of its subsidiaries, on one hand, and any other person or entity, on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or its subsidiaries, regardless of whether a price is charged or not.

During the financial year 2026–27, the Company proposes to enter into certain related party transactions, as detailed below, on mutually agreed terms and conditions. The aggregate value of such transactions is expected to exceed the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations.

In light of the above, the Resolutions set out at Item Nos. 8 and 9 of the accompanying Notice are being placed before the Members of the Company for approval. The list of subsidiaries of the Company, as referred to in the Board's Report, is available on the Company's website.

Brief Overview of the Related Parties, background and Benefits of Transactions:

Orchard Acres

Orchard Acres is a partnership firm engaged in the trading of dyes and chemicals. Mr. Mahendra Khatau, Mrs. Asha Khatau, Mr. Manish Khatau and Ms. Priya Khatau are Partners in Orchard Acres, having profit-sharing ratios of 40%, 20%, 20% and 20%, respectively. Mr. Mahendra Khatau, Mrs. Asha Khatau and Mr. Manish Khatau are Promoter Directors of the Company, while Ms. Priya Khatau is a Promoter of the Company.

The Company regularly undertakes sale and purchase of goods with Orchard Acres and has also taken premises on leave and licence basis for a period of five years, from April 1, 2022 to March 31, 2027, pursuant to an agreement entered into between the parties. These arrangements facilitate business operations, operational continuity and efficient utilisation of resources.

In the ordinary course of business, Orchard Acres avails certain goods and services from the Company for its business operations. Considering the nature of the business activities and the existing business relationship between the Company and Orchard Acres, the Company proposes to enter into the following categories of Related Party Transactions ("RPTs") with Orchard Acres during the Financial Year 2026-27:

1. Purchase of goods/services, including material procurement;
2. Sale of goods/services;
3. Rent paid/payable for properties taken on leave and licence basis;
4. Recovery of expenses and other income; and
5. Receipt of loans or advances.

The aggregate value of the aforesaid transactions proposed to be undertaken by the Company with Orchard Acres during the Financial Year 2026-27 is estimated at ₹46 crore (Rupees Forty-Six Crore only). The proposed transactions exceed the applicable materiality threshold prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and, accordingly, constitute material Related Party Transactions requiring the approval of the Members of the Company by way of an Ordinary Resolution, in accordance with the applicable provisions.

The proposed arrangements form part of the Company's routine and ongoing business activities and are intended to support operational continuity and efficient conduct of business. They enable the Company to leverage Orchard Acres' existing business relationships and expertise in trading activities and facilitate efficient procurement and sale of goods, utilisation of premises and sharing/recovery of expenses, as applicable. The arrangements are also expected to contribute to operational efficiency, cost optimisation, better resource utilisation, flexible business arrangements and continuity of operations.

The proposed transactions will be undertaken in the ordinary course of business and on an arm's length basis, in accordance with the Company's Related Party Transactions Policy and applicable provisions of law, and are considered to be in the interest of the Company, subject to the terms and conditions applicable to each transaction.

Texcare Middle East LLC

Texcare Middle East LLC ("Texcare") is a foreign step-down subsidiary of Indokem Limited, incorporated in the United Arab Emirates and engaged in the business of trading and marketing a comprehensive range of Laundry & Cleaning Chemicals, Garment Wet Processing Chemicals, Sizing Chemicals and other Textile Chemicals.

In the ordinary course of business, Texcare procures goods and services from the Company for its business operations. Considering the nature of the business activities, the established business relationship and the integrated nature of the operations of the Company and Texcare, the Company proposes to enter into Sale of goods/services with Texcare during the Financial Year 2026-27.

The aggregate value of the aforesaid transactions proposed to be undertaken by the Company with Texcare during the Financial Year 2026-27 is estimated at ₹30 crore (Rupees Thirty Crore only). The proposed transactions exceed the applicable materiality threshold prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and, accordingly, constitute material Related Party Transactions requiring the approval of the Members of the Company by way of an Ordinary Resolution, in accordance with the applicable provisions.

The proposed arrangements form part of the Company's routine and ongoing international business activities and are expected to facilitate the Company's geographic reach and market penetration in the Middle East region through Texcare's established presence and distribution network. The arrangements are also expected to support efficient marketing and distribution of the Company's products, better resource utilisation, streamlined business processes and continuity of operations, while facilitating operational efficiency and margin optimisation, as applicable.

The proposed transactions are expected to strengthen the business synergies between the Company and Texcare and support the growth of the Company's international business. They will be undertaken in the ordinary course of business and on an arm's length basis, in accordance with the Company's Related Party Transactions Policy and applicable provisions of law, and are considered to be in the interest of the Company, subject to the terms and conditions applicable to the transactions.

Accordingly, as per the provisions of the SEBI Listing Regulations, prior approval of the Members is being sought for the said transactions. All such transactions shall be undertaken in the ordinary course of business and on an arm's length basis.

The Audit Committee, after reviewing the relevant information, including material terms and basis of pricing of the proposed RPTs, has granted its approval, subject to the approval of Members. The Audit Committee has noted that the said transactions are at arm's length and in the ordinary course of business of the Company. The Audit Committee has also reviewed the certificate provided by the Managing Director and the Chief Financial Officer of the Company, as required under the applicable RPT Industry Standards.

The Board of Directors recommends the Ordinary Resolutions as set out in Item Nos. 8 & 9 of the accompanying Notice for the approval of the Members.

Members may please note that, in accordance with the SEBI Listing Regulations, all related parties (as defined under the said Regulations) shall not vote to approve these resolutions, whether or not they are a party to the concerned transaction(s).

Mr. Mahendra Khatau, Mr. Manish Khatau, and Mrs. Asha Khatau, being Directors of the Company and promoters/ relatives of the promoters/directors of the related parties, are deemed to be concerned or interested in these Resolutions. None of the other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolutions.

The disclosures required under Regulation 23(4) of the SEBI Listing Regulations, read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are provided in **Annexure B** to this Explanatory Statement.

For Indokem Limited
By Order of the Board

Sd/-
Rajesh Dinkar Pisal
Company Secretary & Compliance Officer

Place: Mumbai
Date: July 31, 2026

Registered Office:
Khatau House, Plot No. 410,
Mogul Lane, Mahim (West),
Mumbai – 400 016.

ANNEXURE - A

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]:

Name of the Director	Mrs. Asha Mahendra Khatau	Mr. Arupkumar Basu	Mr. Manish Mahendra Khatau
DIN	00063944	00906760	02952828
Date of Birth/Age	68 Years	71 Years	39 Years
Date of first Appointment on the Board	October 30, 2009	July 25, 2023	February 11, 2016
Qualification	Graduate	He is a B. Tech, Chemical Engineering from IIT, Bombay and has obtained a postgraduate management degree from IIM, Ahmedabad.	Graduation in BBA (Bachelor in Business Administration) from American Intercontinental University of London
Brief Resume and Expertise in functional areas	Mrs. Asha Khatau is a B.A. Graduate with over 32 years of experience in General Management as a Consultant and Advisor.	He is a B. Tech, Chemical Engineering from IIT, Bombay and has obtained a postgraduate management degree from IIM, Ahmedabad. He was with Refnol Resins and Chemicals Limited since last 40 years more particularly as Managing Director of the Company since last 20 years and with Indokem Limited for more than 3 years. He has vast experience in management, administration and effective policy formulations for efficient and smooth running of the Company.	Mr. Manish M. Khatau has rich and varied experience in the Industry and has been involved in the operations of the Company over a decade.
Disclosure of Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Spouse of Mr. Mahendra K. Khatau (Chairman and Managing Director) and mother of Mr. Manish M. Khatau (Whole-time Director).	Nil	Mr. Manish M. Khatau is son of Mr. Mahendra K. Khatau, Chairman and Managing Director and Mrs. Asha M. Khatau, Non-executive Director.
Name of listed entities in which the person also holds the Directorship, Chairmanship and the membership of Committees of the Board	Indokem Limited • Member – Risk Management Committee • Member – Committee of Board of Directors	Nil	Indokem Limited • Member - Committee of Directors • Member - Risk Management Committee
Directorship in other Companies along with listed entities from which the person has resigned in the past three years as on 31.03.2026	Nil	Nil	Nil

Name of the Director	Mrs. Asha Mahendra Khatau	Mr. Arupkumar Basu	Mr. Manish Mahendra Khatau
Shareholding in the Company (Equity Shares)	53,046	50	45,453
Number of Equity Shares held in the Company for any other person on a beneficial basis	Nil	Nil	Nil
Terms and conditions for appointment/re-appointment including remuneration sought to be paid	Mrs. Asha Mahendra Khatau is entitled for sitting fees and reimbursement of expenses for attending the meeting of the Board as may be permissible under law from time to time and would be liable to retire by rotation as per Section 152 of the Companies Act, 2013.	Mr. Arupkumar Basu is re-appointed for a period of 3 years and the detailed terms and conditions of remuneration are stated in the explanatory statement.	Mr. Manish Mahendra Khatau is re-appointed for a period of 3 years and the detailed terms and conditions of remuneration are stated in the explanatory statement.
Remuneration last drawn (in F.Y. 2025- 26), if applicable	₹30,000 as Sitting Fees	As per Explanatory Statement	As per Explanatory Statement
Number of Meetings of the Board attended during the F.Y. 2025-26	4 out of 4	4 out of 4	4 out of 4

ANNEXURE - B

Particulars to be disclosed in terms of Regulation 23(4) of the Listing Regulations, as amended, and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

1. Orchard Acres

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosures</th></tr>
<tr><td colspan="3">Part A: Minimum information of the Proposed Related Party Transactions (“RPT”)</td></tr>
<tr><td colspan="3">A(1) Basic details of the Related Party</td></tr>
<tr><td>1.</td><td>Name of the Related Party</td><td>Orchard Acres</td></tr>
<tr><td>2.</td><td>Country of Incorporation of Related Party</td><td>India</td></tr>
<tr><td>3.</td><td>Nature of Business of the Related Party</td><td>A partnership firm engaged in the trading of dyes and chemicals.</td></tr>
<tr><td colspan="3">A(2) Relationship and Ownership of the Related party</td></tr>
<tr><td>(a)</td><td>Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:</td><td>Orchard Acres
Mr. Mahendra Khatau, Mrs. Asha Khatau, and Mr. Manish Khatau — all Promoter Directors of the Company and Ms. Priya Khatau — Promoter of the Company — are Partners in Orchard Acres, contributing capital in the profit-sharing ratio of 40%, 20%, 20% and 20%, respectively.</td></tr>
<tr><td></td><td>• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</td><td>Not Applicable</td></tr>
<tr><td></td><td>• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Mr. Mahendra Khatau, Mrs. Asha Khatau, Mr. Manish Khatau, Ms. Priya Khatau — Promoter of the Company — are Partners in Orchard Acres, contributing capital in the profit-sharing ratio of 40%, 20%, 20% and 20%, respectively.</td></tr>
<tr><td></td><td>• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</td><td>Not Applicable</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the Related Party</td></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last financial year.</td><td>Details of transaction undertaken between the Company and Orchard Acres:
<table>
<tr><th>Sr. No</th><th>Nature of transactions</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Purchase of goods/services (including material procurement)</td><td>15.13</td></tr>
<tr><td>2</td><td>Sale of goods/services</td><td>2.61</td></tr>
<tr><td>3</td><td>Rent paid/payable for property taken on leave and license basis</td><td>0.24</td></tr>
<tr><td>4</td><td>Recovery of expenses and other income</td><td>0.20</td></tr>
<tr><td></td><td>Total</td><td>18.18</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosures</th></tr>
<tr><td>2</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the

current financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Details of transaction undertaken between the Company and Orchard Acres during Quarter ended 30 June 2026:
<table>
<tr><th>Sr. No</th><th>Nature of transactions</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Purchase of goods/services (including material procurement)</td><td>6.29</td></tr>
<tr><td>2</td><td>Sale of goods/services</td><td>0.46</td></tr>
<tr><td>3</td><td>Rent paid/payable for property taken on leave and license basis</td><td>0.06</td></tr>
<tr><td>4</td><td>Recovery of expenses and other income</td><td>0.05</td></tr>
<tr><td></td><td>Total</td><td>6.82</td></tr>
</table></td></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction

or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the shareholders.</td><td>The following are the proposed transactions being placed for approval being placed for approval in the meeting of the shareholders:
<table>
<tr><th>Sr. No</th><th>Nature of transactions</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Purchase of goods/services (including material procurement)</td><td rowspan="3">40</td></tr>
<tr><td>2</td><td>Sale of goods/services</td></tr>
<tr><td>3</td><td>Recovery of expenses and other income</td></tr>
<tr><td>4</td><td>Rent paid/payable for property taken on leave and license basis</td><td>1</td></tr>
<tr><td>5</td><td>Receipt of Loan or Advances</td><td>5</td></tr>
<tr><td></td><td>Total</td><td>46</td></tr>
</table></td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 27.16% of Company’s annual consolidated turnover of ₹169.39 Crore for FY 2025-26.</td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosures</th></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 303.43% of Orchard Acres annual turnover of ₹15.16 Crore for FY 2025-26.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>A partnership firm engaged in the trading of dyes and chemicals.
<table>
<tr><th>Particulars</th><th>For FY 2025-26
Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>15.16</td></tr>
<tr><td>Profit After Tax</td><td>0.17</td></tr>
<tr><td>Net worth</td><td>3.98</td></tr>
</table></td></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td rowspan="3">
<table>
<tr><th>Sr. No</th><th>Nature of transactions</th><th>Amount
(₹ in crore)</th></tr>
<tr><td>1</td><td>Purchase of goods/services (including material procurement)</td><td rowspan="3">40</td></tr>
<tr><td>2</td><td>Sale of goods/services</td></tr>
<tr><td>3</td><td>Recovery of expenses and other income</td></tr>
<tr><td>4</td><td>Rent paid/payable for property taken on leave and license basis</td><td>1</td></tr>
<tr><td>5</td><td>Receipt of Loan or Advances</td><td>5</td></tr>
<tr><td></td><td>Total</td><td>46</td></tr>
</table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td></tr>
<tr><td>3</td><td>Value of the proposed transaction during a financial year</td></tr>
<tr><td>4</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The shareholders’ approval will be valid for the period commencing from the date of the sixtieth Annual General Meeting i.e., 24th September 2026 up to the date of the Sixty First Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>5</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transactions are in the ordinary course of business and at arm's length. They ensure uninterrupted availability of quality goods and services, operational efficiency, business continuity, competitive commercial terms and an appropriate credit period, thereby serving the best interests of the Company.</td></tr>
</table>

Sr. No.	Particulars	Disclosures
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director/KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Mahendra Khatau, Mrs. Asha Khatau, Mr. Manish Khatau, Ms. Priya Khatau — Promoter of the Company — are Partners in Orchard Acres, contributing capital in the profit-sharing ratio of 40%, 20%, 20% and 20%, respectively.
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable.
9	Any other information relevant for decision making:	All relevant information has been appropriately disclosed herein for informed decision making.
Part B & C: Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or any other process has been applied for choosing a party for sale, purchase or supply of goods or services. Transactions within the Group provide better economies of scale, ensures cost optimization, reduces administrative burden and associated costs, making the process more efficient.
2	Basis of determination of Price	The price / consideration for the transactions is determined based on prevailing market prices, cost benchmarks, scope and nature of goods or services, volume, quality specifications, delivery timelines, and other relevant commercial terms, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable
B(2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary		
1.	Source of funds in connection with the proposed transaction.	Internal Accruals
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a) Nature of indebtedness b) Total cost of borrowing c) Tenure d) Other Details	No financial indebtedness has been incurred at present for the purpose of extending loans, inter-corporate deposits, advances, or investments to related parties. In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on a case-by-case basis and will adhere to arm's length principles to ensure fairness and compliance and the same shall be disclosed appropriately as and when required.

Sr. No.	Particulars	Disclosures
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The Company's borrowing rates from banks and financial institutions ranged from 8.25% to 17.50% per annum as at 31 March 2026.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	At the prevailing market rate as may be decided by the Board
5.	Maturity / due date	Not Applicable
6.	Repayment schedule & terms	Not Applicable
7.	Whether secured or unsecured?	Unsecured
8.	secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The Funds will be utilized for general business and operational requirements.
C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary		
1.	Latest credit rating of the related party	Not applicable
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. In addition, state the following: (a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; (b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; (c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation (d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil

2. Texcare Middle East LLC

Sr. No.	Particulars	Disclosures
Part A: Minimum information of the Proposed Related Party Transactions ("RPT")		
A(1) Basic details of the Related Party		
1.	Name of the Related Party	Texcare Middle East LLC
2.	Country of Incorporation of Related Party	United Arab Emirates ("UAE")
3.	Nature of Business of the Related Party	A foreign step-down wholly owned subsidiary is engaged in trading and marketing a full range of Laundry & Cleaning Chemicals, Garment Wet Processing Chemicals and Textile Sizing Chemicals.
A(2) Relationship and Ownership of the Related party		
(a)	Relationship between the listed entity/ subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:	Texcare Middle East LLC Mr. Mahendra Khatau (Chairman and Managing Director) and Mr. Arupkumar Basu (Managing Director) of the Company are Directors in Texcare Middle East LLC, a foreign step-down wholly owned subsidiary of the Company, thereby exercising significant influence.
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Texcare Middle East LLC is an indirect foreign step-down wholly owned subsidiary of Indokem Limited. Accordingly, Indokem Limited indirectly holds 100% of the equity stake in Texcare Middle East LLC.
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil
A(3) Details of previous transactions with the Related Party		
1	Total amount of all the transactions undertaken by the Listed entity or subsidiary with the related party during the last financial year.	Details of transaction undertaken between the Company and Texcare Middle East LLC: **Sr. No.** | **Nature of transactions** | **Amount (₹ in crore)** 1 | Sale of goods/services | 4.10 | **Total** | **4.10**
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought	Details of transaction undertaken between the Company and Texcare Middle East LLC during Quarter ended 30 June 2026: **Sr. No.** | **Nature of transactions** | **Amount (₹ in crore)** 1 | Sale of goods/services | 0.10 | **Total** | **0.10**

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosures</th></tr>
<tr><td>3</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered with the listed entity or its subsidiary during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the shareholders.</td><td>The following are the proposed transactions being placed for approval being placed for approval in the meeting of the shareholders:
<table>
<tr><th>Sr. No.</th><th>Nature of transactions</th><th>Amount (₹ in crore)</th></tr>
<tr><td>1</td><td>Sale of goods/services</td><td>30</td></tr>
<tr><td></td><td>Total</td><td>30</td></tr>
</table></td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes, the proposed transaction is a material Related Party Transaction (“RPT”) under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>The value of the proposed transaction is 17.71% of Company’s annual consolidated turnover of ₹169.39 Crore for FY 2025-26.</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>The value of the proposed transaction is 90.23% of Texcare Middle East LLC annual turnover of ₹ 27.07 Crore for FY 2025-26.</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars</th><th>For FY 2025-26 Amount (₹ in crore)</th></tr>
<tr><td>Turnover</td><td>27.07</td></tr>
<tr><td>Profit After Tax</td><td>(0.29)</td></tr>
<tr><td>Net worth</td><td>16.67</td></tr>
</table></td></tr>
</table>

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosures</th></tr>
<tr><td colspan="3">A(5) Basic details of proposed transactions to be approved</td></tr>
<tr><td>1</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td rowspan="3"><table><tr><th>Sr. No.</th><th>Nature of transactions</th><th>Amount (₹ in crore)</th></tr><tr><td>1</td><td>Sale of goods/services</td><td>30</td></tr><tr><td></td><td>Total</td><td>30</td></tr></table></td></tr>
<tr><td>2</td><td>Details of each type of the proposed transaction</td></tr>
<tr><td>3</td><td>Value of the proposed transaction during a financial year</td></tr>
<tr><td>4</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>The shareholders' approval will be valid for the period commencing from the date of the sixtieth Annual General Meeting i.e., 24th September 2026 up to the date of the Sixty First Annual General Meeting of the Company to be held in the year 2027.</td></tr>
<tr><td>5</td><td>Whether omnibus approval is being sought?</td><td>Yes</td></tr>
<tr><td>6</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transactions are in the ordinary course of business and on an arm's length basis. The transactions relate to the sale of goods/services to Texcare Middle East LLC, a foreign step-down wholly owned subsidiary of the Company, and are expected to strengthen the Company's export business, enhance market reach, improve capacity utilisation, and ensure business continuity through a reliable distribution network. The transactions are proposed on competitive commercial terms and are in the best interests of the Company and its shareholders.</td></tr>
<tr><td>7</td><td>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.
a. Name of the director/KMP
b. Shareholding of the director / KMP, whether direct or indirect, in the related party</td><td>Mr. Mahendra Khatau (Chairman and Managing Director) and Mr. Arupkumar Basu (Managing Director) of the Company are Directors in Texcare Middle East LLC, a foreign step-down wholly owned subsidiary of the Company, thereby exercising significant influence. Neither of them holds any equity interest or shareholding in Texcare Middle East LLC.</td></tr>
<tr><td>8</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>Not Applicable.</td></tr>
<tr><td>9</td><td>Any other information relevant for decision making:</td><td>All relevant information has been appropriately disclosed herein for informed decision making.</td></tr>
</table>

Sr. No.	Particulars	Disclosures
Part B & C: Additional information for proposed transactions including information on Material Related Party Transactions as per Industry Standards		
B(1): Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	No bidding or any other process has been applied for selecting Texcare Middle East LLC as the customer for the sale of goods/services. Texcare Middle East LLC, being the Company's foreign step-down wholly owned subsidiary, serves as an established marketing and distribution channel in overseas markets. The proposed transactions are expected to strengthen the Company's export business, expand its international market presence, improve operational efficiencies, and reduce administrative and logistics costs through an integrated business model.
2	Basis of determination of Price	The price/consideration for the proposed transactions is determined based on prevailing market prices, comparable uncontrolled prices (where available), cost benchmarks, product specifications, quantity, delivery terms, credit period, market conditions, and other relevant commercial considerations, ensuring that the transactions are undertaken in the ordinary course of business and on an arm's length basis.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of trade advance: b. Tenure: c. Whether same is self-liquidating?	Not Applicable