Dhunseri®
Dhunseri Ventures Limited
CIN : L15492WB1916PLC002697
Registered Office : Dhunseri House, 4A Woodburn Park, Kolkata 700020

Ref: DVL/AGM-18.08.2026

27th July, 2026

To, The BSE Limited **(Scrip Code: 523736)** Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001	To, The National Stock Exchange of India Limited **(Symbol: DVL)** Exchange Plaza Plot No: C/1, G Block Bandra – Kurla Complex, Bandra (E) Mumbai – 400051

Sub. : Notice of the 110th Annual General Meeting (AGM) of the Company for the Financial Year 2025-26

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, Notice of the 110th AGM of the Company scheduled to be held on Tuesday, 18th August, 2026 at 11:30 A.M. (IST) via Video Conference/Other Audio-Visual Means ('VC'/'OAVM').

The said Notice is also available on the Company's website:
https://aspetindia.com/public/uploads/stock_exchange/agm_notice/pdf/Final%20110th%20AGM%20Notice.pdf

This is for your information and record.

Thanking You,

Yours faithfully,
For **Dhunseri Ventures Limited**

R.K.Sharma
Director

Encl: As above

Dhunseri Ventures Limited

CIN L15492WB1916PLC002697
Registered Office: Dhunseri House, 4A, Woodburn Park, Kolkata – 700020
Email: info@aspetindia.com, Website: www.aspetindia.com
Phone: +91 33 22801950-54

Notice

NOTICE is hereby given that the 110th Annual General Meeting of the members of the Company is scheduled to be held on Tuesday, 18th August, 2026 at 11:30 A.M though Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2026, including the Audited Balance Sheet as at 31st March, 2026, the Statement of Profit & Loss for the year ended 31st March, 2026, the Cash Flow Statement for the year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors' thereon.

Item No. 2 - To declare Dividend on Equity Shares

Item No. 3 - Appointment of Director in place of retiring director

To appoint a Director in place of Mr. Bharat Jhaver holding DIN 00379111, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 4 – Re-appointment of Mrs. Aruna Dhanuka (DIN 00005677) as the Managing Director

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI Listing Regulations'), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the Members be and is hereby accorded for the re-appointment of Mrs. Aruna Dhanuka (Mrs. A.Dhanuka) holding DIN: 00005677, whose current term of office as the Managing Director of the Company is valid till 31st January, 2027 and who will attain the age of 70 years during the proposed term of her re-appointment, for a further period of 5 years commencing from 1st February, 2027 till 31st January, 2032, and to the payment of her remuneration, perquisites, and benefits arising out of such re-appointment for a period of three years until 31st January, 2030 on the terms and conditions as contained in the agreement entered into between the Company and Mrs. A.Dhanuka, the material terms of which are set out in the Explanatory Statement to the notice of this Annual General Meeting of the Company and which agreement is submitted to this meeting for its approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution, including the alteration and variation in the terms and conditions of the said re-appointment and/or agreement irrespective of the limits stipulated under Schedule V to the Act, or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mrs. A.Dhanuka, subject to such approvals as may be required.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earn inadequate profits as contemplated under the provisions of Schedule V to the Act, the Company may pay to the Managing Director, the remuneration as specified in the aforesaid agreement as the minimum remuneration, subject to the requisite approvals."

Item No. 5 - Re-appointment of Mr. Sameer Sah (DIN 01844078) as an Independent Director

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

"**RESOLVED THAT** pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013, (the 'Act') and the Rules made thereunder read with Schedule IV to the Act and Regulations 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sameer Sah (Mr. S.Sah) holding DIN: 01844078, whose present term as an Independent Director ends at the conclusion of 110th Annual General Meeting (AGM) of the Company, and in respect of whom the Company have received a declaration confirming that he, being eligible for re-appointment, meets the criteria of independence in terms of Sec 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years w.e.f. the date of this AGM till the conclusion of 115th AGM of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution and for matters connected therewith or incidental thereto."

Item No. 6 - Approval of material related party transaction pertaining to Trading of PET Resins with IVL Dhunseri Petrochem Industries Private Limited (IVL Dhunseri Petrochem)

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, (the 'Act') and the Rules made thereunder and Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read along with the Company's Policy on Related Party Transactions and Materiality of Related Party Transactions and basis the approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to enter into and/or continue material related party transactions by and between the Company and IVL Dhunseri Petrochem Industries Private Limited (hereinafter referred to as "IVL Dhunseri Petrochem"), a related party of the Company, under the existing Purchase and Sale Agreement dated 1st April 2017 together with its addendum, extension letters, amendments and renewals executed from time to time, for purchase and sale of goods/materials (trading business) of PET Resins upto 45,000 tonnes p.a, at an aggregate value not exceeding ₹350.00 Crores (Rupees Three Hundred and Fifty Crores only) p.a for the domestic trade and exports as per the prevailing market condition together with further related party transactions that may be entered into from time to time with IVL Dhunseri Petrochem, with prior approval, omnibus or otherwise of the Independent Directors forming part of the Audit Committee of the Company, whether or not the transactions entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per its last audited financial statements.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary to give effect to such material related party transactions and for this purpose, if necessary, delegate all or any of the powers, duties and/or responsibilities in relation thereto, to any Director(s) or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

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

By Order of the Board
For **Dhunseri Ventures Limited**

Regd Office:
"**Dhunseri House**"
4A, Woodburn Park
Kolkata - 700020

Simerpreet Gulati
Company Secretary
& Compliance Officer

Dated: 26th May, 2026

NOTES:

1. Pursuant to the latest General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC/OAVM. In accordance with the said MCA Circular and SEBI Circular and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the 110th AGM of the Company shall be conducted through VC/OAVM on Tuesday, 18th August, 2026 at 11:30 a.m.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') and SEBI Master Circular No. SEBI/HO/49/14/14/(7)2025-CFD-POD2/1/3762/2026 dated 30th January, 2026 ("SEBI Circular"), in respect of the Special Business to be transacted at the Meeting, is annexed hereto and forms an integral part of this Notice.

3. The relevant details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Director seeking appointment or re-appointment at this AGM is also annexed hereto. The Directors have furnished the requisite declaration for their appointment or re-appointment, as the case may be.

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 his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circular, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.**

5. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 110th AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-voting are requested to send a certified scanned copy (in PDF/JPG format) of the Board Resolution to the Scrutinizer by e-mail at dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com.

   Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

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

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://aspetindia.com/investors/stock-exchange-filings/general-meetings-and-postal-ballot. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of National Securities Depository Limited (NSDL) (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

Notice along with the Annual Report of FY 2025-26

9. In line with the MCA and SEBI circulars, the Notice of the 110th AGM along with the Annual Report of FY 2025-26 is being sent through electronic mode to those Members whose email addresses are registered with the Company/Depositories. A letter providing the web-link, including the exact path, where complete details for accessing the Annual Report of FY 2025-26 along with this AGM Notice will be sent to those members who have not registered their email address with the Company. The Company shall send the physical copy of the Annual Report for FY 2025-26 only to those Members who specifically request for the same at investors@aspetindia.com. The same will be available on the website of the Company at www.aspetindia.com and may also be accessed from the relevant section of the websites of the Stock Exchange i.e, the National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com, respectively. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

E-Voting system

10. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with MCA Circulars and SEBI Circulars, as issued from time to time, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 110th AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL. M/s K.C.Dhanuka & Co., Company Secretaries (Membership No. FCS 2204) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.

Book Closure and Dividend related Information

11. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 12th August, 2026, till Tuesday, 18th August, 2026 (both days inclusive).

12. Subject to the provisions of Section 126 of the Act, dividend, if any, as may be declared at the AGM will be paid on or after Friday, 21st August, 2026.

    a. To all the Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Tuesday, 11th August, 2026.

    b. To all the Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, 11th August, 2026.

In accordance with SEBI notification dated 18th November, 2025 read with SEBI Master Circular dated 6th February, 2026, as amended from time to time, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Payment shall be made subject to:

- Folio being KYC compliant, i.e., PAN, contact details including Mobile No., bank account details and specimen signature are registered with the Company/RTA (for shareholders holding shares in physical form).

- Updating of bank details with DPs (for shareholders holding shares in dematerialised form).

13. Pursuant to the Income-Tax Act, 2025, as amended by the Finance Act, 2026, applicable with effect from 1st April, 2026, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. A communication providing information and detailed instructions with respect to tax on dividend for the financial year ended 31st March, 2026 will be emailed separately by the Company to the Members.

14. **National Automated Clearing House (NACH) Facility for payment of dividend:**

    The Company, with respect to payment of dividend will provide the facility of NACH to the Members whose bank details are updated in the Company's record.

15. Members who have not encashed their dividend warrants, if any, for the years 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 are requested to send the same to the Company Secretary of the Company at the earliest, for payment in lieu thereof. The Company has uploaded the details of unclaimed or unpaid dividend amounts lying with the Company as on 31st March, 2026 on its website.

    Procedure for updation of E-mail address, Bank Details, PAN and other KYC details

16. SEBI, vide its Master Circular dated November 03, 2021 and subsequent notifications thereto, had made it mandatory for holders of physical securities to furnish details of PAN, KYC (Postal Address, Mobile Number, e-mail, Bank Details, Signature) and Nomination/ opt-out of Nomination. In order to mitigate unintended challenges on account of freezing of folios and referring frozen folios to the administering authority under the aforesaid Acts, SEBI, vide its Circular dated 17th November, 2023, has done away with the provision regarding freezing of folios lacking PAN, KYC and Nomination details or referring them to the administering authorities.

17. Shareholders holding shares in physical form are requested to submit hard copy of duly filled and signed form as mentioned below along with the supporting documents to the Company's RTA for updation of the aforesaid details:

Form ISR-1	PAN, Bank Details, Mobile Number, Email ID, Address, Signature
Form ISR-2	Confirmation of signature
Form ISR-3	Declaration for opting out of Nomination
Form ISR-4	Issue of Duplicate securities certificate/ Replacement / Renewal / Exchange of securities certificate/Consolidation/Sub-division / Splitting of securities
Form ISR-5	Transmission of Shares
Form SH-13	Nomination Form
Form SH-14	Cancellation/Variation of Nomination

The aforesaid forms can be downloaded from the website of the Company https://aspetindia.com/investors/shareholders-information/investors-services/forms and is also available on the website of the Company's RTA at https://mdpl.in/form.

Further, in accordance with the SEBI circulars, the Company has sent a communication to all the shareholders holding shares in physical form requesting for updating the aforesaid details.

Members are requested to intimate/ request for the aforesaid changes/updations if any, to their DPs in case the shares are held in electronic form. Changes intimated to the DP will then be automatically reflected in the Company's records. The Identity/Signature of the Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL.

Physical Transfer of Shares

18. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities shall be processed only if the securities are held in dematerialized form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/electronic form to get inherent benefits of dematerialization since physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. Members can contact Company's RTA at mdpldc@yahoo.com / contact@mdplcorporate.com for assistance in this regard.

    Further, SEBI vide its Circular dated 25th January 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; replacement/renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting hard copy of duly filled and signed Form ISR-4 along with the supporting documents to the RTA. The said form is available on the Company's website at https://aspetindia.com/investors/shareholders-information/investors-services/forms and on the website of the RTA at https://mdpl.in/form. It may be noted that any service request can be processed only after the folio is KYC Compliant.

19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

Transfer of Unclaimed/Unpaid Dividend and shares to Investor Education and Protection Fund (IEPF)

20. During the FY ended 31st March, 2026, the Company has deposited a sum of ₹7,90,044.50 (Rupees Seven Lakhs Ninety Thousand and Forty-Four and Paise Fifty only) into the specified bank account of the IEPF, towards unclaimed/unpaid dividend for the FY 2017-18. The due dates for transfer of the unclaimed/unpaid dividend relating to subsequent years to IEPF are as follows:

Financial Year	Due date for transfer to IEPF
2018-19	20/09/2026
2019-20	31/10/2027
2020-21	19/09/2028
2021-22	14/09/2029
2022-23	27/10/2030
2023-24	26/09/2031
2024-25	14/09/2032

21. The Company had issued notices to respective members regarding proposed transfer of equity shares to IEPF (in respect of which dividend has been unclaimed/unpaid for seven consecutive years or more) pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The details of the members who have not claimed dividend for the last 7 consecutive years are available on the Company's website at https://aspetindia.com/investors/shareholders-information/dividend#unclaimed-dividend. In this regard, a notice in the newspapers was published by the Company.

    Pursuant to the aforesaid rules, the Company has transferred 12307 underlying equity shares, in aggregate to 145 members on which dividends remained unclaimed/unpaid for seven consecutive years or more i.e., from FY 2017-18 onwards, to the demat account of IEPF Authority with NSDL.

The members who have not encashed the dividend warrant(s) for the year(s) 2018-19 onwards, are requested to submit their claim to the Company.

Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.

The shares transferred to the IEPF can be claimed back by the concerned members from IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the registered office of the Company for verification of their claim. Relevant details and the specified procedures to claim refund of dividend amount/shares along with an access link to the refund webpage of IEPF Authority's website for claiming the dividend amount/shares has been provided on the Company's website, i.e., www.aspetindia.com.

22. **Online Dispute Resolution (ODR) Mechanism**

SEBI has made available an online dispute resolution mechanism 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/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is available here (https://smartodr.in/login).

[SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026].

23. **SEBI Investor Website**

The SEBI has recently launched its new Investor website at https://investor.sebi.gov.in/ which contains information on personal finance and investment useful for existing and new investors. It also includes videos prepared by Market Infrastructure Institutions (MIIs) related to securities market process education and awareness messages.

The SEBI Investor website promotes confident and informed participation by investors in the securities market.

Procedure for Inspection of Documents

24. The scan copies of Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and Arrangements in which Directors are interested and the relevant documents referred to in this Notice will be available electronically for inspection by the members during the AGM. Members desirous of inspecting any public document as referred to in this notice may send their requests at investors@aspetindia.com from their registered e-mail address mentioning their name, DP ID and Client ID number / folio number and mobile number.

25. Members seeking any information with regard to the financial statements or any other matter to be placed at the AGM are encouraged to submit their questions in advance to enable the Company to readily provide the desired details at the AGM. Members may send request at the Company's email address investors@aspetindia.com from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number on or before 5:00 P.M (IST) on Tuesday, 11th August, 2026.

26. **Voting through electronic means**

The remote e-voting period commences on Friday, 14th August, 2026 at 9:00 A.M and ends on Monday, 17th August, 2026 at 5:00 P.M. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date on Tuesday, 11th August, 2026 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it in the NSDL portal subsequently. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 11th August, 2026.

I. How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 use your existing myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand 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 e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and 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 dhanuka419@yahoo.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, DVP, NSDL 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 investors@aspetindia.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 investors@aspetindia.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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS HEREUNDER:-

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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/ 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" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

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

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at investors@ aspetindia.com. The same will be replied by the company suitably.

6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at investors@ aspetindia.comlatest by Friday, 14th August, 2026, on or before 5:00 P.M (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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

II. E-Voting Result

The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes cast at the meeting and through remote e-voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then declare the result of the voting forthwith within two working days from the conclusion of the 110th AGM.

The Results declared along with the report of the Scrutinizer shall be forwarded to the National Stock Exchange of India Limited and BSE Limited and shall be placed on the website of the Company www.aspetindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4 – The Board of Directors at its meeting held on 2nd June, 2021, on the recommendation of the Nomination and Remuneration Committee, re-appointed Mrs. Aruna Dhanuka (A.Dhanuka) holding DIN 00005677 as the Managing Director for a period commencing from 1st February, 2022 and ending on 31st January, 2027 with remuneration for three years only until 31st January, 2025. Further, the Board of Directors at its meeting held on 24th May, 2024 on the recommendation of the Nomination and Remuneration Committee, had approved the execution of supplemental agreement of the remuneration of Mrs. A.Dhanuka w.e.f 1st February, 2025.

Based on the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on 26th May, 2026, has re-appointed Mrs. A.Dhanuka, as the Managing Director for a further period of five years commencing from 1st February, 2027 and ending on 31st January, 2032, with remuneration for three years only until 31st January, 2030 on the following terms and conditions, subject to the approval by the Members of the Company at this AGM.

Mrs. A.Dhanuka as the Managing Director is looking after overall Treasury operations of the Company. A brief profile of Mrs. A.Dhanuka is included as annexure to the Notice as per the requirements of the SEBI Listing Regulations.

The terms and conditions on which Mrs. A.Dhanuka is proposed to be re-appointed as Managing Director are as under:

i. Salary:

₹5,40,000/- (Rupees Five Lacs Forty Thousand only) per month (in the grade of ₹5,40,000/- – ₹10,000/- – ₹5,80,000/). The increment in the salary shall take effect from 1st February, 2027.

ii. Perquisites:

In addition to salary, the Managing Director shall be entitled to the following perquisites:

(a) **Medical Reimbursement:** The reimbursement of actual medical expenses incurred by self and family of the Managing Director.

(b) **Personal Accident and Mediclaim Insurance Policies:** Total premium not to exceed ₹1,00,000/- per annum.

(c) **Leave Travel Concession:** For self and family once in a year.

(d) **Leave:** As per Rules of the Company applicable to Senior Executives.

(e) **Car:** Facility of Company Car with driver.

(f) **Telephone:** Company shall provide and maintain a telephone at residence and shall also provide all mobile phone facilities. Personal long distance calls will be treated as perquisites.

iii. Commission:

Such amount of commission based on the net profits of the Company in a particular year, as laid down in Section 197 of the Companies Act, 2013, subject to a maximum of 2.5% of the net profits of the company.

iv. Other Benefits:

In addition to the perquisites, the Managing Director shall also be entitled to the following benefits, which shall not be included in the computation of ceiling on remuneration specified above:

a) **Provident Fund:**

Company's Contribution towards Provident Fund at the rate of 12% of the salary or such rate prescribed as per Employees' Provident Fund and Miscellaneous Provisions Act 1952.

b) **Gratuity:**

As per the rules of the Company applicable to the Senior Executives.

v. Minimum Remuneration:

Notwithstanding anything hereinabove stated where in any accounting year, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay the same remuneration as stated above as minimum remuneration subject to fulfilment of the relevant provisions of the Companies Act, 2013 including obtaining the approval of the members of the Company by way of a special resolution. The terms and conditions of the re-appointment of the Managing Director and/or the agreement entered into between the Company and Mrs. A.Dhanuka may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.

The remuneration payable to Mrs. A.Dhanuka pursuant to this re-appointment has been approved for a period of three years, i.e., up to 31st January, 2030. The Company will accordingly be required to seek fresh approval of the Members by way of a special resolution for the remuneration payable to Mrs. A.Dhanuka for the balance period of her tenure, i.e., from 1st February, 2030 until the expiry of her term on 31st January, 2032.

Mrs. A.Dhanuka satisfies all conditions set out in Section 196 and Part-I of Schedule V of the Companies Act, 2013 for being eligible for this appointment. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that Mrs. A.Dhanuka's continued association with the Company, having regard to her vast experience, in-depth knowledge of the Company's treasury operations and consistent contribution to the Company's growth over the years, would be in the best interest of the Company, and accordingly recommends her re-appointment as the Managing Director notwithstanding that she will attain the age of 70 years during the proposed term, subject to the approval of the Members by way of a Special Resolution as required under Section 196(3) of the Companies Act, 2013. Mrs. A.Dhanuka is neither disqualified in terms of Section 164 of the Companies Act, 2013 nor debarred by virtue of any order of the Securities and Exchange Board of India or any other such authority from holding office as a Director.

Disclosure as required under Schedule V to the Companies Act, 2013 is given in the Annexure to this Notice.

Considering the vast knowledge and rich business experience of Mrs. A.Dhanuka, the Board recommends the passing of the said resolution in the interest of the Company.

The Board recommends the special resolution as set forth in Item No. 4 for the approval of the Members.

None of the Directors, Key managerial personnel and relatives of such persons except Mr. C.K.Dhanuka, Mrs. A.Dhanuka and Mrs. B.Dhanuka are, in any way, concerned or interested, financially or otherwise, in the resolution.

The agreement referred to in the resolution at Item No. 4 of the accompanying Notice will be open for inspection by the Members through electronic mode, on the basis of request being sent at investors@aspetindia.com.

Item No. 5 – Mr. Sameer Sah (Mr. S.Sah) holding DIN 01844078 was appointed as an Independent Director by the Members of the Company at the 105th Annual General Meeting (AGM) of the Company held on 13th August, 2021 to hold the office for a term of five consecutive years. The tenure of Mr. S.Sah will cease at this AGM.

Pursuant to the provisions of the Section 149(10) of the Companies Act, 2013, (the 'Act') and Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), re-appointment of an Independent Director shall be subject to the approval of the Members of the Company by way of a special resolution. Mr. S.Sah being eligible, seeks re-appointment as an Independent Director for a second term of five consecutive years w.e.f. this AGM.

The Nomination and Remuneration Committee ('NRC'), taking into consideration the skills, expertise and competencies required for being on the Board and based on the performance evaluation report of Mr. S.Sah during his first term of five years, concluded and recommended to the Board that his skills, experience, knowledge, independent view and judgement meets the capabilities required for the role of an Independent Director and his re-appointment would be beneficial to the Company.

Based on the recommendation of the NRC and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and the SEBI Listing Regulations, (including any statutory modification(s) or re-enactment thereof for the time being in force), the Board of Directors (the 'Board') at its meeting held on 26th May, 2026, has re-appointed Mr. S.Sah holding DIN 01844078, as an Independent Director of the Company for a second term of five consecutive years w.e.f. this AGM, subject to approval by the Members of the Company at this AGM.

The Company has received a declaration from Mr. S.Sah confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circular dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. S.Sah has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director in terms of Section 152 of the Act, subject to his re-appointment by the Members.

The Company and Mr. S.Sah shall abide by the provisions specified in Schedule IV to the Act and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, his appointment once made at the meeting shall be formalized through a letter of appointment, which will set out:

(a) the term of appointment;

(b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

(c) the fiduciary duties that come with such an appointment along with accompanying liabilities;

(d) provision for Directors and Officers (D and O) insurance, if any;

(e) the Code of Business Ethics that the company expects its directors and employees to follow;

(f) the list of actions that a director should not do while functioning as such in the company; and

(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

Formal letter of appointment shall be issued to the Independent Director upon his re-appointment. The terms and conditions of the re-appointment shall be open for inspection by any members, at the registered office of the Company between hours of 10 A.M and 12 Noon on any working day except Saturday and shall also be posted on the Company's website.

The resolution seeks the approval of the members for the re-appointment of Mr. S.Sah as an Independent Director of the Company for a second term of five consecutive years from this AGM pursuant to section 149 and other applicable provisions of the Act and the Rules made thereunder and SEBI Listing Regulations. He is not liable to retire by rotation.

In the opinion of the Board, Mr. S.Sah fulfills the conditions as specified in the Act and the Rules made thereunder and SEBI Listing Regulations for re-appointment as an Independent Director and he is Independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the service of Mr. S.Sah as an Independent Director of the Company.

A brief profile of Mr. S.Sah is included as an annexure to the Notice.

The Board recommends the special resolution as set forth in Item No. 5 for the approval of the Members.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. S.Sah, to whom the resolution relates, is, in any way, concerned or interested, financial or otherwise, in the resolution.

Item No. 6 – Dhunseri Ventures Limited, ('the Company') is pursuing trading of PET Resins pursuant to the Purchase and Sale Agreement with IVL Dhunseri Petrochem Industries Pvt. Ltd. ("IVL Dhunseri Petrochem"), Joint Venture of the Company, relating to PET Resins manufactured by IVL Dhunseri Petrochem, as per the terms of the agreement. Trading is a principal and continuous business for the Company.

The Members of the Company, through postal ballot, in December, 2017 and March, 2023, had approved the material RPTs of the Company with IVL Dhunseri Petrochem, Joint Venture of the Company, pertaining to the trading business of PET Resins for an amount aggregating upto ₹50.00 Crores (Rupees Fifty Crores only) during the FY 2022-23 and upto ₹50.00 Crores (Rupees Fifty Crores only) during the FY 2023-24. Subsequently, the Members, by way of Postal Ballot, in January 2024, approved the enhancement of the transaction limit for trading of PET Resins (domestic and export) up to 45,000 tonnes p.a. at an estimated value of ₹350.00 Crores (Rupees Three Hundred and Fifty Crores only) p.a.

Pursuant to Regulation 23 of the SEBI Listing Regulations, as amended, read with Schedule XII thereto, all material related party transactions and subsequent material modifications thereto requires prior approval of the shareholders by way of an Ordinary Resolution. In terms of Schedule XII to the SEBI Listing Regulations, a related party transaction shall be considered material if the transaction(s), individually or taken together with previous transactions during a financial year, exceeds the applicable materiality threshold prescribed therein, based on the annual consolidated turnover of the listed entity as per its last audited financial statements. The requirement of obtaining shareholders' approval is applicable even where such transactions are entered into in the ordinary course of business and on an arm's length basis.

Further, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025 w.e.f. 19th December, 2025, Regulation 23(4) of the SEBI Listing Regulations has been amended to provide that shareholder approvals for material related party transactions obtained at a general meeting other than the Annual General Meeting shall remain valid for a period not exceeding one year from the date of such approval, whereas approvals obtained at an Annual General Meeting shall remain valid until the conclusion of the next Annual General Meeting. In view of the aforesaid amendment, the approval of the Members obtained through Postal Ballot on 4th January, 2024 has lapsed, and the Company is accordingly seeking fresh approval of the Members for continuation of the said material related party transactions. .

In view of the above, the Audit Committee and the Board of Directors, at their respective meetings held on 26th May, 2026, have reviewed and approved the continuation of the proposed material related party transactions with IVL Dhunseri Petrochem, subject to the approval of the Members. Accordingly, approval of the Members is being sought by way of an Ordinary Resolution at the ensuing Annual General Meeting for the continuation of the material related party transactions undertaken and to be undertaken with IVL Dhunseri Petrochem. It is to be noted that the transactions would be in the ordinary course of business and on an arm’s length basis.

The additional information required to be disclosed pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and information pursuant to Section III-B of SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed companies bearing dated 30th January, 2026 regarding “Disclosure obligations of listed entities in relation to Related Party Transactions” are as follows.

Sl. No.	Description	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	IVL Dhunseri Petrochem Industries Pvt. Ltd. (IVL Dhunseri Petrochem) IVL Dhunseri Petrochem is the Joint Venture Company of the listed entity, Dhunseri Ventures Limited. IVL Dhunseri Petrochem is covered under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI LODR Regulations, 2015. Mr. C.K.Dhanuka is the Executive Chairman of the Company and Chairman in IVL Dhunseri Petrochem Industries Private Limited. Mr. R.K.Sharma is the Director of both the Companies.

Sl. No.	Description	Details
2.	Name of the Director or Key Managerial Personnel who is related, if any	Mr. C.K.Dhanuka, Mrs. A.Dhanuka, Mrs. B.Dhanuka and Mr. R.K.Sharma
3.	Type, material terms and particulars of the proposed transaction	Purchase and Sale Agreement with IVL Dhunseri Petrochem Industries Pvt. Ltd. ("IVL Dhunseri Petrochem") dated 1st April, 2017 read with its Addendum dated 2nd April, 2018 with further extension letters dated –1st January, 2018, 1st January, 2023 and 7th November, 2023. The prices charged under this Agreement are based on each Purchase Order, mutually discussed between the parties prior to inclusion in the relevant Purchase Order.
4.	Tenure of the proposed transaction (particular tenure shall be specified)	The Purchase and Sale Agreement is valid until cancellation by either of the party.
5.	Value of the proposed transaction	Upto an amount of ₹350.00 Crores (Rupees Three Hundred and Fifty Crores only) p.a. for the trading business of PET Resins by the Company with IVL Dhunseri Petrochem.
6.	Any advance paid or received for the contract or arrangement, if any;	N.A
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The Company is emphasising on trading business. The proposed transaction of ₹350 crores represents approximately 94.15% of the annual consolidated turnover of the Company as per its last audited balance sheet for the immediately preceding financial year, i.e. 2025-26.
8.	The percentage of the counter party's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	The proposed transaction of ₹350 crores represents approximately 6.80% of the counter party's annual consolidated turnover as per its last audited balance sheet for the immediately preceding financial year, i.e. 2025-26.
9.	Justification as to why the RPT is in the interest of the listed entity	Trading is a principal and continuous business for the Company.

Sl. No.	Description	Details
10.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary-	
i.	Details of the source of funds in connection with the proposed transaction	N.A
ii.	Where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure	
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
v.	Details of the valuation report or external party report (if any) enclosed with the Notice	
11.	Any other information that may be relevant	All important information forms part of the Statement setting out Material Facts pursuant to Section 102(1) of the Companies Act, 2013 which have been mentioned in the foregoing paragraph.

It may be noted that apart from IVL Dhunseri Petrochem Industries which is a related party to the Company “Dhunseri Ventures Limited”, all other entities falling under the definition of related party shall also abstain from voting irrespective of whether such entity is a party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in the aforesaid item of this Notice for approval of the Members as an Ordinary Resolution.

Each of the subsisting agreement disclosed hereinabove shall be available for inspection to the Members during the course of voting at the Registered Office of the Company during the office hours.

None of the Directors, Key Managerial Personnel and relatives of such persons except Mr. C.K.Dhanuka, Mrs. A.Dhanuka, Mrs. B.Dhanuka and Mr. R.K.Sharma is in any way concerned or interested, financial or otherwise, in the resolution, except to the extent of their shareholding, if any.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

{In pursuance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings}

Name of the Director	Mr. Bharat Jhaver	Mrs. Aruna Dhanuka	Mr. Sameer Sah
DIN	00379111	00005677	01844078
Date of Birth and Age	27th November, 1977 48 years	5th September, 1959, 66 years	14th November, 1984, 41 years
Date of first appointment on the Board	9th December, 2016	9th December, 2016	17th March, 2021
Qualifications	B.TECH , M.E (Chemical Engineering)	B.A.	B.SC. LL.B. (Hons.)
Experience and Expertise	Mr. B.Jhaver has an experience of around 20 years in managing multi-varied businesses with expertise in Pharmaceuticals and Engineering sectors particularly, in managing JV and overall business management. He is Leading Health Professional of the World in the arena of “REVOLUTION OF PROBIOTIOCS IN INDIA” and has also been awarded at Indian Pharma Association Convention 2010.	Mrs. A.Dhanuka has vast knowledge in the area of Finance & Investments. She is actively involved with various associate Companies of the Group and has acquired considerable experience in day to day Administrations of Business.	Mr. S.Sah, an advocate by profession is a Partner in the Corporate and Commercial Practice Group of Khaitan & Co. He specialises in the areas of corporate advisory, M&A, joint ventures, foreign investments, and private equity. He is associated with the Bar Council of Maharashtra and Goa, International Bar Association, American Bar Association, All India Federation of Tax Practitioners, American Health Lawyers’ Association, etc.
Shareholding in the Company	Nil	82510 shares	NIL
Number of Meetings of the Board attended during the year	6 out of 6	4 out of 6	5 out of 6
Chairman/Member of the Committee of Directors of other Companies in which he/ she is a Director*	NIL	1) Mint Investments Limited- Stakeholders Relationship Committee- Member 2) Naga Dhunseri Group Limited- Stakeholders Relationship Committee- Member 3) Dhunseri Investments Limited- Audit Committee- Member	1) TVS Emerald Limited- Audit Committee- Member

Name of the Director	Mr. Bharat Jhaver	Mrs. Aruna Dhanuka	Mr. Sameer Sah
List of Directorship(s) In other Companies (excluding foreign companies)	1) Xpro India Limited 2) Sinto Bharat Manufacturing Private Limited 3) Amethyst Properties Private Limited 4) Eldorado Properties Private Limited 5) Espire Prime Reality Private Limited	1) Mint Investments Limited 2) Dhunseri Investments Limited 3) Naga Dhunseri Group Limited 4) Trimplex Investments Limited 5) Madhuting Tea Private Limited 6) Dhunseri Overseas Private Limited	1) Emerald Haven Development Limited 2) TVS Emerald Limited (Formerly known as Emerald Haven Realty Limited) 3) Emerald Haven Residences Private Limited 4) Emerald Haven Towers Limited 5) Emerald Haven Life Spaces (Radial Road) Limited 6) STPL Trading and Services Private Limited (Formerly known as Srinivasan Trading Private Limited) 7) Emerald Haven Housing Private Limited 8) Ketti Properties Private Limited
Relationship with other directors, manager and other Key Managerial Personnel of the Company	He is the brother of Mrs. B. Dhanuka, Non Executive & Non Independent Director.	She is the wife of Mr. C.K. Dhanuka, Executive Chairman, mother of Mr. M.Dhanuka, Advisor to the Board and mother-in-law of Mrs. B.Dhanuka, Director.	He is not related to any other Director, Manager or Key Managerial Personnel of the Company.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Being re-appointed on retirement by rotation. Entitled to sitting fees for attending Board & Committee Meetings of the Company, as recommended by Nomination & Remuneration Committee & approved by the Board.	As explained in Explanatory Statement to the Notice.	Re-appointed as an Independent Director, not liable to retire by rotation and is eligible for sitting fees for attending the Board and the Committee Meetings as recommended by Nomination and Remuneration Committee and approved by the Board.
Details of remuneration last drawn (₹)	Sitting Fees of ₹4,30,000 for attending the Board and Committee meetings of the Company.	Remuneration of ₹3,20,87,273 as Managing Director.	Sitting Fees of ₹3,90,000 for attending the Board and Committee meetings of the Company.
Name of listed entities from which the Director has resigned in last 3 (three) years	NIL	NIL	NIL
Justification for choosing the appointees for appointment as Independent Directors	N.A	N.A	Specialist in the areas of corporate advisory, M&A, joint ventures, foreign investments, and private equity.

**Pursuant to Regulation 26 of the Listing Regulations, only two Committee Viz. Audit Committee and Stakeholders Relationship Committee has been considered.*

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Item No. 4 (as applicable)

I. General Information-

Nature of Industry	**Treasury Operations**
Date or expected date of the Commercial Production	N.A
In case of new Companies, expected date of commencement of Activities as per project approved by financial institutions appearing in the projects	N.A

Financial Performance-

(₹ in Lakhs)

Particulars	**For the year ended 31st March, 2026**
Total Income	38,577.23
Total Expenses	36,090.07
Profit from Continuing Operations Before Exceptional Item and Tax	2,487.16
Exceptional Item	2,625.83
Profit/(Loss) from Continuing Operations	(138.67)
Income Tax Expenses:	
Current Tax	1,588.16
Deferred Tax Expenses	(2,276.53)
Profit/(Loss) for the year from Continuing Operations	549.70
Profit/(Loss) for the year	549.70

Foreign Investments or collaborations, if any: The Company holds 50% Equity stake in IVL Dhunseri Polyester Company S.A.E (Formerly Egyptian Indian Polyester Company S.A.E) and 16.33% Equity stake in DVL USA INC.

The Company also held 81.83% of the share capital of Twelve Cupcakes Pte. Ltd., Singapore which is presently undergoing Creditors' Voluntary Liquidation w.e.f 29th October, 2025 pursuant to the provisions of the Insolvency, Restructuring and Dissolution Act, 2018 of Singapore.

II. Other Disclosures:

Particulars	Mrs. A.Dhanuka
Background Details	Given in the Body of this Statement
Past Remuneration (₹)	Given in the Body of this Statement
Recognition and Awards	Given in the Body of this Statement
Job Profile and suitability	Given in the Body of this Statement
Remuneration proposed	As given in the resolution and Explanatory Statement to item no. 4 of this notice, pursuant to section 102 of the Companies Act, 2013
Comparative remuneration profile with respect to industry, size of company, profile of the position and person	Mrs. A.Dhanuka's expertise over a period of time in the Group Companies has been very effective and has driven the Company towards the growth. Hence, the Board of Directors considers that the remuneration proposed to her commensurate with other organizations of the similar type, size and nature in the industry.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any	Besides the remuneration proposed, Mrs. A.Dhanuka does not have any pecuniary relationship with the Company. She is the wife of Mr. C.K.Dhanuka, Executive Chairman of the Company, mother of Mr. M. Dhanuka, Advisor to the Board, and mother-in-law of Mrs. B.Dhanuka, Director. Mrs. A.Dhanuka belongs to the promoter group and holds 82,510 equity shares of the Company.

III. Other Information:

1. Reasons of loss or inadequate profits: The reason for loss/inadequate profit will depend upon the nature of business.
2. Steps taken or proposed to be taken for improvement: The Company is involved in the trading & treasury operations. The Company has invested in Poly Films project through its 100% subsidiary which would help the Company to increase its profitability in the future.
3. Expected increase in productivity and profits in measurable terms: The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

Regd Office:
"**Dhunseri House**"
4A, Woodburn Park
Kolkata - 700020

Dated: 26th May, 2026

By Order of the Board
For **Dhunseri Ventures Limited**

Simerpreet Gulati
Company Secretary & Compliance Officer

Dhunseri
VENTURES LIMITED

www.aspetindia.com