



# ROSSARI BIOTECH LIMITED

CIN: L24100MH2009PLC194818

Registered Office: Rossari House, Golden Oak, LBS Marg, Surya Nagar,

Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079.

Website: [www.rossari.com](http://www.rossari.com); Email: [info@rossari.com](mailto:info@rossari.com); Tel.: +91 22 6123 3800

## NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting (“**AGM**”) of the Members of Rossari Biotech Limited will be held on **Monday, 20<sup>th</sup> July, 2026** at **11:00 A.M.** (IST) through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”), to transact the following business:

### ORDINARY BUSINESS

**1. Adoption of the audited standalone financial statement of the Company for the Financial Year ended 31<sup>st</sup> March, 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 statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**2. Adoption of the audited consolidated financial statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2026 and the report of Auditors thereon**

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

“**RESOLVED THAT** the audited consolidated financial statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

**3. Declaration of dividend for the Financial Year ended 31<sup>st</sup> March, 2026**

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

“**RESOLVED THAT** dividend at the rate of ₹ 0.50 (25 %) per equity share of face value of ₹ 2/- (two rupees) each fully paid-up, be and is hereby declared for the Financial Year ended 31<sup>st</sup> March, 2026 and the same be paid as recommended by the Board of Directors of the Company, subject to deduction of tax at source and, in accordance with the provisions of Section 123 and the other applicable provisions of the Companies Act, 2013 and rules made thereunder.”

**4. Appointment of Mr. Edward Menezes (DIN: 00149205) as a 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, and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Edward Menezes (DIN: 00149205), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

### SPECIAL BUSINESS

**5. Material Related Party Transaction(s) with Unitop Chemicals Private Limited**

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

“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (“**SEBI**”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), as amended and as per Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Company’s Policy on Related Party Transactions, and as per the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**the Board**”, which term shall deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter

constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), to enter into, contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Unitop Chemicals Private Limited (“UCPL”), a subsidiary of Rossari Biotech Limited (“the Company”) and accordingly a related party under Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as may be agreed between the Company and UCPL, for an aggregate value of up to ₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only) to be entered during Financial Year 2026-27.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorised by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

#### 6. Appointment of Mr. Udeypaul Singh Gill (DIN: 00004340), as a Non-Executive, Independent 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 Section 149, 150, 152 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (“the Board”), Mr. Udeypaul Singh Gill (DIN: 00004340) who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 28<sup>th</sup> April, 2026, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such upto the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of (3) three consecutive years on the Board of the Company commencing from 28<sup>th</sup> April, 2026 upto 27<sup>th</sup> April, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to provisions of Regulation 17(1A) of the Listing Regulations, as amended, approval of Members of the Company be and is hereby accorded for continuation of Mr. Udeypaul Singh Gill (DIN: 00004340) as a Non-Executive Independent Director of the Company, beyond 16<sup>th</sup> October, 2028, on account of his attaining the age of 75 years on the said date, till the end of his term of (3) three consecutive years i.e. upto 27<sup>th</sup> April, 2029.

**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



**7. Re-appointment of Ms. Esha Padmanabhan Achan (DIN: 10350369), as a Non-Executive, Independent 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 Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), as amended, Ms. Esha Padmanabhan Achan (DIN: 10350369), who was appointed as a Non-Executive, Independent Director of the Company for a term of (3) three consecutive years commencing from 21<sup>st</sup> October, 2023 upto 20<sup>th</sup> October, 2026 (both days inclusive) and who being eligible for re-appointment as an independent director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company (**“the Board”**), be and is hereby re-appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of (3) three consecutive years on the Board of the Company, commencing from 21<sup>st</sup> October, 2026 upto 20<sup>th</sup> October, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**8. Ratification of remuneration payable to M/s. R. Shetty & Associates, Cost Auditors of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, and other applicable provisions (**“the Act”**), (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company hereby ratifies the remuneration of ₹ 1,35,000/- (Rupees One Lakh Thirty Five Thousand only) (exclusive of re-imbursment of out of pocket expenses and applicable taxes) payable to M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), who have been appointed by the Board of Directors, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company, as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending 31<sup>st</sup> March, 2027.

**RESOLVED FURTHER THAT** any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By order of the Board of Directors,  
For **Rossari Biotech Limited**

Parul Gupta  
**Company Secretary & Head - Legal**  
Membership No.: A38895

Date: 27<sup>th</sup> May, 2026  
Place: Mumbai

**Registered Office:**

Rossari House, Golden Oak, LBS Marg, Surya Nagar,  
Opp. Mahindra Showroom, Vikhroli (West), Mumbai 400079, India.  
CIN: L24100MH2009PLC194818  
Tel.: +91 22 6123 3800  
E-mail : [investors@rossari.com](mailto:investors@rossari.com)  
Website : [www.rossari.com](http://www.rossari.com)

**NOTES**

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 dated 8<sup>th</sup> April, 2020; 17/2020 dated 13<sup>th</sup> April, 2020; 20/2020 dated 5<sup>th</sup> May, 2020; and subsequent circulars issued in this regard, including latest circular no. 03/2025 dated 22<sup>nd</sup> September, 2025, read with circulars issued by the Securities and Exchange Board of India (hereinafter collectively referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”), permitted the holding of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.
2. In compliance with the provisions of the Act read with the Circulars, the 17<sup>th</sup> Annual General Meeting of the Company (“AGM/the Meeting”) is being held through VC/OAVM only. Further, in accordance with the Secretarial Standard-2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with guidance/clarification dated 15<sup>th</sup> April, 2020 issued by ICSI, 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.
3. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of Special Business stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of this Notice.
4. Since this AGM is being held pursuant to the Circulars through VC/OAVM only, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. The Members can join the AGM through 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 served basis.
6. In line with the Circulars, Annual Report for the Financial Year 2025-26 including Notice of the AGM, inter alia, indicating the process and manner of e-voting is being sent by email, to all the Members whose email ids are registered with the Company/MUFG Intime India Private Limited (“MI IPL”) (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent of the Company (“RTA”) or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.rossari.com](http://www.rossari.com) and can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”) at [www.nseindia.com](http://www.nseindia.com) and on the website of MI IPL at [instavote.linkintime.co.in/](http://instavote.linkintime.co.in/). Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to the Members whose e-mail addresses are not registered with Company/RTA/DP providing the weblink of Company’s website from where the Annual Report for Financial Year 2025-26 can be accessed.
7. Institutional/Corporate Members (i.e. other than individuals/HUF, NRI etc.) are required to send a duly certified scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorisation etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to Section 113 of the Act. The said Resolution/Authorisation shall through its registered email address, be sent to the Scrutiniser at [swapneel@spassociates.co](mailto:swapneel@spassociates.co) with a copy marked to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and [investors@rossari.com](mailto:investors@rossari.com). Such Corporate Members are requested to refer ‘General Guidelines for Members’ provided in this Notice, for more information.
8. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In case of joint holders attending the AGM, only such joint holder who is first in the order of names will be entitled to vote.
10. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) (“DP”). Members holding shares in physical form are requested to submit their PAN details to the Company’s RTA.
11. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/documents/reports and other communications electronically to their e-mail address in future.
12. Online Dispute Resolution Portal

SEBI vide Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31<sup>st</sup> July, 2023 (updated as on 28<sup>th</sup> December, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the



Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the Registrar and Share Transfer Agent/the Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal ([smartodr.in/login](http://smartodr.in/login)) and the same can also be accessed through the Company's website at [www.rossari.com/investors-contact](http://www.rossari.com/investors-contact).

13. Members who wish to obtain any information on the Company or view the Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2026 can send their queries at [investors@rossari.com](mailto:investors@rossari.com) at least 7 (Seven) days before the date of the AGM. The same will be replied by/on behalf of the Company, suitably.
14. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of MIIPL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting are deemed to have been passed, as if they have been passed at the AGM.
15. Register maintained under Section 170 and Section 189 of the Act and the Certificate under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available electronically for inspection by the Members during the AGM. Further, all the documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of AGM, i.e 20<sup>th</sup> July, 2026. Members seeking to inspect such documents can send an email to [investors@rossari.com](mailto:investors@rossari.com).

#### GENERAL GUIDELINES FOR MEMBERS

1. The voting rights of Member shall be in proportion to their share of the paid-up equity share capital of the Company, as on the cut-off date i.e. Monday, 13<sup>th</sup> July, 2026. 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 only shall be entitled to avail the facility of remote e-voting, as well as voting at the AGM. A person who is not a Member as on the cut-off date, should treat this Notice for information purposes only. The remote e-voting period commences on Friday, 17<sup>th</sup> July, 2026 at 09:00 A.M. (IST) and ends on Sunday, 19<sup>th</sup> July, 2026 at 05:00 P.M. (IST). Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.
2. Members are provided with the facility for voting through voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, are eligible to exercise their right to vote at the AGM.
3. Members who have already cast their vote by remote e-voting prior to the AGM will be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast their vote through remote e-voting.
4. At the AGM, at the end of discussion on the resolutions on which voting is to be held, voting by use of remote e-voting system shall be available for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility, the remote e-voting module shall be disabled by MIIPL for voting 15 minutes after the conclusion of the Meeting.
5. The Board has appointed M/s. Shah Patel & Associates, Practicing Company Secretaries, (Firm Registration No. P2015MH046300), represented by Mr. Swapneel Patel, Company Secretary, failing him Ms. Isha Shah, Company Secretary both Partners of M/s. Shah Patel & Associates (the "Scrutiniser") as a scrutiniser to scrutinise the voting and remote e-voting process in a fair and transparent manner.
6. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of shares held by them. Members holding shares in electronic mode may contact their respective Depository Participant for availing this facility.
7. In case a person has become a Member of the Company after sending of the Notice but on or before the cut-off date, he/she may obtain the User ID through writing an email to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000.
8. The Scrutiniser shall submit his consolidated report to the Chairman within two working days from the conclusion of the AGM. The results declared along with the Scrutiniser's Report shall be communicated to the BSE Limited and NSE at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, where the shares of the Company are listed and shall be placed on the Company's website at [www.rossari.com](http://www.rossari.com) and on the website of RTA, MIIPL [instavote.linkintime.co.in/](http://instavote.linkintime.co.in/) after the result is declared by the Chairman or any other person authorised by the Chairman.

9. In case the email address is not registered with the Company/Depository Participant/RTA, please follow the process of registering the same as mentioned below:

|                  |   |
|------------------|---|
| Physical Holding | Send a request to RTA, MUFG Intime India Private Limited at <a href="http://web.in.mpms.mufg.com/helpdesk/Service_Request.html">web.in.mpms.mufg.com/helpdesk/Service_Request.html</a> giving details of Folio number, Name of the Member, 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) for registering email address. Please send your bank detail with original cancelled cheque to our RTA at C-101, 247 Park, L.B.S Marg, Vikhroli (W), Mumbai-400083 along with letter mentioning folio no. if not registered already. |
| Demat Holding    | Please contact your Depository Participant (DP) to register/update your email address and bank account details.   |

10. Members who have not registered their e-mail address so far are requested to register their e-mail for receiving all communications including Annual Report, Notices and circulars etc. from the Company electronically.
11. Members must quote their Folio No./Demat Account No. and contact details such as e-mail address, contact no. etc. in all their correspondence with the Company's Registrar and Share Transfer Agent, MIIPL.
12. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company, or their DP as the case may be, of any change in address or demise of any Member in a timely manner. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from concerned DP and holdings should be verified, from time to time.
13. Helpdesk:

| Login type  | Helpdesk details  |
|---|---|
| Individual Members holding securities in demat mode with NSDL   | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000  |
| Individual Members holding securities in demat mode with CDSL   | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33  |
| Members holding securities in physical mode/<br>Non-Individual Members holding securities in demat mode | Members holding securities in physical mode/Non-Individual Members holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a> or contact on:- Tel: 022 – 4918 6000. |

## INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM

### A. VOTING THROUGH ELECTRONIC MEANS

In terms of SEBI circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

- Login method for Members holding securities in demat mode:

#### Individual Members holding securities in demat mode with NSDL

##### METHOD 1 - Individual Members registered with NSDL IDeAS facility





#### Members who have registered for NSDL IDeAS facility:

- Visit URL: [eservices.nsdl.com](http://eservices.nsdl.com) and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Enter IDeAS User ID, Password, Verification code & click on "Log-in"

#### Members who have not registered for NSDL IDeAS facility:

- To register, visit URL: [eservices.nsdl.com](http://eservices.nsdl.com) and select "Register Online for IDeAS Portal" or click on [eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp](http://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp).
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account/generate 'OTP'.

**Individual Members holding securities in demat mode with NSDL**

|  |           |   |
|--|-----------|---|
| <p>(c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.</p> <p>(d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p> | <b>OR</b> | <p>(d) Post successful registration, user will be provided with Login ID and password.</p> <p>(e) Follow steps given in points (a-d) of Members who have registered for NSDL IDeAS facility.</p> <p>(f) Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div> |
|--|-----------|---|

**METHOD 2 - Individual Members directly visiting the e-voting website of NSDL**

- (a) Visit URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- (c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on login.
- (d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- (e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 3 - NSDL OTP based login**

- (a) Visit URL: [eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp](http://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp).
- (b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- (c) Enter the OTP received on your registered email ID/mobile number and click on login.
- (d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- (e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Members holding securities in demat mode with CDSL****METHOD 1 – Individual Members registered with CDSL Easi/Easiest facility**

| <b>Members who have registered/opted for CDSL Easi/Easiest facility:</b>   | <b>OR</b> | <b>Members who have not registered for CDSL Easi/Easiest facility:</b>  |
|--|-----------|---|
| <ol style="list-style-type: none"> <li>(a) Visit URL: <a href="http://web.cdslindia.com/myeasitoken/Home/Login">web.cdslindia.com/myeasitoken/Home/Login</a> or Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>, click on “Login” and select “My Easi New (Token)”.</li> <li>(b) Enter existing username, Password &amp; click on “Login”.</li> <li>(c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> |           | <ol style="list-style-type: none"> <li>(a) To register, visit URL: <a href="http://web.cdslindia.com/myeasitoken/Home/EasiRegistration">web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> or <a href="http://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a>.</li> <li>(b) Proceed with updating the required fields for registration.</li> <li>(c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c) of Members who have registered/opted for CDSL Easi/Easiest facility.</li> </ol> |

**Individual Members holding securities in demat mode with CDSL**

**METHOD 2 - Individual Members directly visiting the e-voting website of CDSL**

- (a) Visit URL: [www.cdsindia.com](http://www.cdsindia.com).
- (b) Go to e-voting tab.
- (c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- (d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- (e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Members holding securities in demat mode with Depository Participant**

Individual Members can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- (a) Login to DP website
- (b) After Successful login, user shall navigate through “e-voting” option.
- (c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- (d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **Login method for Members other than individual Members holding securities in demat mode and Members holding securities in physical mode**

Members holding shares in physical mode/Non-Individual Members holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

Visit URL: [instavote.linkintime.co.in/](http://instavote.linkintime.co.in/).

**Step 1: LOGIN/SIGNUP on InstaVote**

**Members who have registered for INSTAVOTE facility:**

- (a) Click on “**Login**” under ‘SHARE HOLDER’ tab.
- (b) Enter details as under:
  - A. User ID: Enter your User ID

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is <u>Event No + Folio no.</u> registered with the Company   |

- B. Password: Enter existing Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

**Members who have not registered for INSTAVOTE facility:**

- (a) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with details as under:

- 1. **User ID:** Enter User Id

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is <u>Event No + Folio no.</u> registered with the Company   |



2. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).
3. **DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).
4. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
  - Members holding shares in NSDL form, shall provide 'point 4' above.
  - Members holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
  - Members holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above.
5. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

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**Step 2: Steps to cast vote for Resolutions through InstaVote**

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- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour/Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**NOTE:** Members may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Members may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

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**Guidelines for Institutional Members ("Custodian/Corporate Body/Mutual Fund")**

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**STEP 1: Custodian/Corporate Body/Mutual Fund Registration**

- (a) Visit URL: [instavote.linkintime.co.in/](http://instavote.linkintime.co.in/)
  - (b) Click on "**Sign Up**" under "Custodian/Corporate Body/Mutual Fund".
  - (c) Fill up your entity details and submit the form.
  - (d) A declaration form and organisation ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
  - (e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)
-

## STEP 2: Investor Mapping

- (a) Visit URL: [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and login with InstaVote Login credentials.
- (b) Click on **“Investor Mapping”** tab under the Menu Section .
- (c) Map the Investor with the following details:
  1. ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
  2. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  3. ‘Investor PAN’ - Enter your 10-digit PAN.
  4. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.
- (d) Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/Mutual Fund Entity). The same can be viewed under the “Report section”.

## STEP 3: Voting through remote e-voting/Steps to cast vote for Resolutions through InstaVote

The corporate Member can vote by two methods, during the remote e-voting period.

| METHOD 1 - VOTES ENTRY   |  | METHOD 2 - VOTES UPLOAD   |
|--|--|---|
| <ul style="list-style-type: none"> <li>• Visit URL: <a href="http://instavote.linkintime.co.in/">instavote.linkintime.co.in/</a> and login with InstaVote Login credentials.</li> <li>• Click on <b>“Votes Entry”</b> tab under the Menu section.</li> <li>• Enter the <b>“Event No.”</b> for which you want to cast vote. OR<br/>Event No. can be viewed on the home page of InstaVote under “On-going Events”.</li> <li>• Enter <b>“16-digit Demat Account No.”</b> for which you want to cast vote.</li> </ul>  |  | <ul style="list-style-type: none"> <li>• Visit URL:<br/><a href="http://instavote.linkintime.co.in/">instavote.linkintime.co.in/</a> and login with InstaVote Login credentials.</li> <li>• After successful login, you will be able to see the “Notification for e-voting”.</li> <li>• Select <b>“View”</b> icon for <b>“Company’s Name/Event number”</b>.</li> <li>• E-voting page will appear.</li> </ul>  |
| <ul style="list-style-type: none"> <li>• Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>• After selecting the desired option i.e. Favour/Against, click on ‘Submit’.</li> <li>• A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.<br/><br/>(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</li> </ul> |  | <ul style="list-style-type: none"> <li>• Download sample vote file from <b>“Download Sample Vote File”</b> tab.</li> <li>• Cast your vote by selecting your desired option ‘Favour/Against’ in the sample vote file and upload the same under <b>“Upload Vote File”</b> option.</li> <li>• Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.<br/><br/>(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).</li> </ul> |

Note: Non-Individual Body corporate Members shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutiniser at [swapneel@spassociates.co](mailto:swapneel@spassociates.co) with a copy marked to RTA at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) and the Company at [investors@rossari.com](mailto:investors@rossari.com).

**HELPDESK:**

Members holding securities in physical mode/Non-Individual Members holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

Individual Members holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type   | Helpdesk details  |
|--|---|
| Individual Members holding securities in demat mode with NSDL. | Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000.                                       |
| Individual Members holding securities in demat mode with CDSL. | Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33. |

**Forgot Password:****Individual Members holding securities in physical mode/Non-Individual Members holding securities in demat mode:**

Individual Members holding securities in physical mode/Non-Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the Member can use the “Forgot Password” option available on: [instavote.linkintime.co.in/](http://instavote.linkintime.co.in/).

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Further Click on “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

|                   |                              |  |
|-------------------|------------------------------|--|
| InstaVote USER ID | NSDL                         | User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678). |
|                   | CDSL                         | User ID is 16 Digit Beneficiary ID.  |
|                   | Shares held in physical form | User ID is Event No + Folio no. registered with the Company  |

In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the Member can use the “Forgot Password” option available on: [instavote.linkintime.co.in](http://instavote.linkintime.co.in)

- Click on ‘Login’ under “Custodian/Corporate Body/Mutual Fund” tab.
- Further Click on “**forgot password?**”
- Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Members have a valid email address, Password will be sent to his/her registered e-mail address. Members can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Members holding securities in demat mode with NSDL/CDSL has forgotten the password:**

Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Members are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

**General Instructions - Members**

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

## B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET

- **Login method for Members to attend the Annual General Meeting through InstaMeet**

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(a) Visit URL: [instameet.in.mpms.mufg.com](http://instameet.in.mpms.mufg.com) & click on “Login”.

(b) Select the “Company” and ‘Event Date’ and register with your following details:

(i) **Demat Account No./Folio No/ PAN:**

Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Members holding shares in physical form – shall provide Folio Number.

Members shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MIIPL, if applicable.

(ii) **Mobile No:** Mobile number as updated with DP is displayed automatically. Members who have not updated their mobile number with the DP shall enter the mobile number.

(iii) **Email ID:** Email Id as updated with DP is displayed automatically. Members who have not updated their Email Id with the DP shall enter the Email Id.

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(c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

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- **Instructions for Members to Speak during the General Meeting through InstaMeet**

(a) The Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, Mobile Number at [investors@rossari.com](mailto:investors@rossari.com) from Thursday, 9<sup>th</sup> July, 2026 (09:00 A.M. IST) to Monday, 13<sup>th</sup> July, 2026 (05:00 P.M. IST). Those Members who have registered themselves as a speaker will only 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.

(b) Members will get confirmation on first cum first basis depending upon the provision made by the Company.

(c) Members will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

(d) Members are requested to speak only when moderator of the meeting/management will announce the name and serial number of the speaker.

(e) Other Members who has not registered as “Speaker Member” may still ask questions to the panellist via active chat-board during the meeting.

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- **Instructions for Members to Vote during the General Meeting through InstaMeet**

Once the electronic voting is activated during the Meeting, Members who have not exercised their vote through the remote e-voting can cast the vote as under:

(a) On the Members VC page, click on the link for e-Voting “Cast your vote”

(b) Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMEET

(c) Click on ‘Submit’.

(d) After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.

(e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

After selecting the appropriate option i.e. Favour/Against as desired and, you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

---

**Note:**

- (a) Shareholders/Members, who will be present in the Meeting through InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the Meeting.
- (b) Shareholders/Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/participate in the Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.
- (c) Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.
- (d) Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- (e) Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (f) Members facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000/4918 6175.

**C. DIVIDEND RELATED INFORMATION**

1. The Board of Directors have recommended a Final Dividend of ₹ 0.50/- (25%) per equity share of face value of ₹ 2/- each for the Financial Year ended 31<sup>st</sup> March, 2026, subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend, subject to deduction of tax at source will be paid within ten (10) working days from the conclusion of the AGM, as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on Friday, 10<sup>th</sup> July, 2026.
  - b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Friday, 10<sup>th</sup> July, 2026.
2. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details.
3. Procedure for registration of e-mail address and bank details by Members:
  - (a) For Temporary Registration for Demat Members:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Private Limited (“RTA”)/ (“MIIP”) by clicking the link: [web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](http://web.in.mpms.mufg.com/EmailReg/Email_Register.html) or at their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) at the Investor Services tab by choosing the Email Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at [web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](http://web.in.mpms.mufg.com/helpdesk/Service_Request.html).

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

- (b) For Permanent Registration for Demat Members:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(c) Registration of Bank Details for Demat Members:

Members holding shares in electronic forms are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the respective Depository Participant of the Members.

(d) Registration of Bank Details for physical Members:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details can get the same registered with RTA, by sending email at its email address [investor.helpdesk@in.mpms.mufg.com](mailto:investor.helpdesk@in.mpms.mufg.com) or by clicking the link: [web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](http://web.in.mpms.mufg.com/EmailReg/Email_Register.html) or at their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) at the Investor Services tab by choosing the Email/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named Member's name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send a request to RTA at [web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](http://web.in.mpms.mufg.com/helpdesk/Service_Request.html).

On submission of the Members details an OTP will be received by the Member which needs to be entered in the link for verification.

(e) Registration of email id for Members holding shares in physical form:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with RTA, by clicking the link: [web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](http://web.in.mpms.mufg.com/EmailReg/Email_Register.html) in their website [www.in.mpms.mufg.com](http://www.in.mpms.mufg.com) at the Investor Services tab by choosing the Email/Bank Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a member may send request to RTA at [web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](http://web.in.mpms.mufg.com/helpdesk/Service_Request.html).

On submission of the Members details, an OTP will be received by the Member which needs to be entered in the link for verification.

4. Communication in respect of deduction of tax at source on Final Dividend payout.

- (i) Dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates as per the Income Tax Act, 2025. In general, no tax will be deducted on payment of dividend to category of Members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹ 10,000/-. Members not falling in the said category, can go through the detailed note with regards to the applicability of tax rates for various other categories of Members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website [www.rossari.com/ir-annual-report/](http://www.rossari.com/ir-annual-report/).
- (ii) Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
- (iii) Please note that the upload of documents (duly completed and signed) on the website of RTA, should be done on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto Friday, 10<sup>th</sup> July, 2026 at 06:00 P.M. (IST) on the tax determination/deduction shall be considered for the dividend.
- (iv) Members may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 2025 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.



- (v) All communications/queries in this respect should be addressed to our RTA to its email address [rossaribiodivtax@in.mpms.mufg.com](mailto:rossaribiodivtax@in.mpms.mufg.com) or on weblink: [web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html](http://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html).
- (vi) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member, the Member will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any tax proceedings.
- (vii) This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

## STATEMENT ANNEXED TO THE NOTICE SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

### In respect of Item No. 5

Pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (“the Act”) and Regulation 23 of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended, a Related Party Transaction (“RPT”) whose aggregate value exceeds the thresholds specified under Schedule XII of Listing Regulations, shall be considered as a material RPT, and shall require approval of the Members by means of an ordinary resolution.

As per the said schedule, where the annual consolidated turnover of the company is upto ₹ 20,000 crore, a RPT shall be considered material if value of such RPT to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company (as per the last audited financial statements of the Company). The said limits are applicable, even if the transactions are in the ordinary course of business of the respective companies and on arm’s length basis.

Further, Regulation 2(1)(zc) of the Listing Regulations defines a RPT, to include a transaction involving 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 any of its subsidiaries on the other hand, as well as (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 a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not and a “transaction” with a related party shall be construed to include a single transaction or a group of transactions in a contract.

The Members of the Company at the Annual General Meeting (“AGM”) held on 30<sup>th</sup> June, 2025, approved the RPTs between Rossari Biotech Limited (“the Company”) and Unitop Chemicals Private Limited (“UCPL”), for Financial Year 2025-26. The said approval, as per Regulation 23(4) of the Listing Regulations, shall be valid upto the date of this AGM. Accordingly, the Audit Committee and the Board at their respective meetings held on 17<sup>th</sup> January, 2026, recommended for the approval of the Members of the Company, RPTs between the Company and UCPL for the Financial Year 2026-27.

The aggregate value of such transactions proposed to be entered into by the Company with UCPL, for Financial Year 2026-27 is estimated to be ₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only). As the said value exceeds the applicable materiality threshold as mentioned above, proposed transactions qualify as material RPTs and, accordingly, require approval of the Members of the Company by way of an Ordinary Resolution.

The Securities and Exchange Board of India (“SEBI”) vide its circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26<sup>th</sup> June, 2025 has introduced Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of a Related Party Transactions” (“Industry Standards”) in order to facilitate uniform approach and standardise the format of minimum information to be provided for review by the audit committee and the shareholders at the time of approval.

Accordingly, the management of the Company has placed before the Audit Committee minimum information as per the Industry Standards and all other relevant details, as required under the Listing Regulations and the Act for the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering into RPT’s with UCPL, while noting that such transactions shall be on arms’ length basis and in the ordinary course of business and are in accordance with the Related Party Transaction Policy of the Company.

The Audit Committee has also noted that the nature of proposed transactions for which approval is sought for the Financial Year 2026-27 are consistent with those undertaken in the previous financial year.

Background, brief details and benefits of the RPTs, including the information required to be disclosed in the Explanatory Statement pursuant to Rule 15 of the Companies (Meeting of Board and its powers) Rules, 2014 are set out below:

#### **Background**

Unitop Chemicals Private Limited (“UCPL”) commands an installed production capacity of 94,000 metric tonnes per annum, with specialised capabilities in the manufacture of surfactants, emulsifiers and other specialty chemicals. Acquisition of UCPL represents a landmark step in Rossari’s strategy to consolidate its leadership in the specialty chemicals sector. Transaction yielded significant synergies, encompassing an expanded product portfolio, enhanced presence across adjoining specialty chemical segments, integration of complementary technologies, greater international exposure, strengthened domestic market reach, access to a highly experienced talent pool, and a broader range of end-user industry applications.

#### **Integration & Operational Benefits**

UCPL’s specialised manufacturing capabilities have materially strengthened the Group’s backward integration framework. This integration has enhanced overall operational efficiency, reduced dependence on third-party suppliers, and created new avenues for market expansion and product innovation. Collaborative operations between the entities have resulted in streamlined production processes, improved product quality, and the development of innovative raw materials that generate value across the Group. Furthermore, channelling UCPL’s surfactant output through Rossari’s established distribution network has driven optimum capacity utilisation at UCPL’s facilities. The consequent increase in demand has necessitated further capacity expansion, underscoring the efficacy of the integrated operating model. 30,000 MTPA additional capacity has been commissioned in the Financial Year 2025–26, which will substantially increase the volume of inter-entity transactions and position the Group competitively to address growing demand in the agrochemicals, home and personal care, oil and gas, and pharmaceutical segments of the specialty chemicals industry.

#### **Resource Optimisation & Group-Level Benefits**

The structured inter-entity transactions enable optimal utilisation of resources across the Group, yielding operational efficiencies, cost rationalisation, improved financial management and Group-level supply chain optimisation. By capitalising on the inherent synergies between the entities, the arrangement facilitates better coordination, streamlined decision-making, and enhanced execution of business strategies. The transactions also support efficient allocation of capital, sharing of technical expertise and infrastructure, and reduction of duplication thereby enabling economies of scale. Additionally, they contribute to improved liquidity management within the Group and enhance the entities’ collective ability to respond swiftly to market opportunities. Centralised oversight and robust control mechanisms further ensure effective risk optimisation across all inter-entity engagements.

#### **Operational & Cost Competitiveness**

These transactions are expected to play a pivotal role in enhancing the Company’s operational efficiency by ensuring a reliable and timely supply of critical raw materials in the requisite quality and quantity. Continuity of supply will support seamless manufacturing operations, minimise downtime, and improve productivity across business verticals - contributing to sustainable growth in revenue and EBITDA. In addition, the geographic proximity of UCPL’s manufacturing facility at Dahej to Rossari’s own Dahej facility confers significant logistical advantages, including substantial savings on transportation and handling costs, further reinforcing the Group’s cost competitiveness. By leveraging each entity’s core strengths whether in manufacturing, technical expertise, or distribution the Group is well-positioned to optimise resource utilisation and reinforce its market presence across key industry segments.

#### **Optimum Asset Utilisation & Value creation**

The transfer of assets among group companies is a common and accepted practice across industries, particularly in capital-intensive sectors such as specialty chemicals. Given that both Rossari and UCPL operate in the same industry, and share similar chemistries and manufacturing processes, there exists a practical advantage in transferring/disposing non-core and/or underutilised equipment’s or assets at one group entity to another entity where such assets can be more effectively deployed. This not only improves productivity but also avoids duplication of capital expenditure, thereby optimizing asset utilisation, improving operational efficiency, and enabling the Company to focus on its core business activities while also unlocking value and strengthening its financial position. Such transactions, while not daily occurrences, are not isolated either and are expected to recur from time to time based on evolving operational needs supporting the classification as being in the ordinary course of business. Considering the nature and value of such transactions, they are in general not significant and constitute not more than ~0.04% of the Company’s annual consolidated turnover for the Financial Year ended 31<sup>st</sup> March, 2026.



Further, Minimum Information as per Industry Standard disclosure as required to be provided to the Members of the Company, is set out below:

**Information as placed before the Audit Committee in the format as specified in the Industry Standards, to the extent applicable.**

Refer "Annexure A".

**Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT**

Refer "Annexure A".

**Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/Whole Time Director/Manager and CFO of the Listed Entity as required under the RPT Industry Standards.**

The Audit Committee at its meeting dated 17<sup>th</sup> January, 2026 has reviewed the certificate issued by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

**Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the Members for approval.**

The proposed material RPTs have been approved by the Audit Committee and the Board of Directors at their respective meetings dated 17<sup>th</sup> January, 2026 and recommended the same for approval of members.

**Provide web-link and QR Code, through which Members can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.**

Not Applicable.

**The Audit Committee and Board of Directors, while providing information to the Members, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public Members for informed decision making.**

Not Applicable.

## ANNEXURE A

### Part A: Minimum information of the proposed RPT

| Sr. No.  | Particulars  | Information provided by the Management   |
|--|--|--|
| <b>A (1) Basic details of the related party</b>              |  |  |
| (i)  | Name of the Related Party.   | Unitop Chemicals Private Limited (UCPL).   |
| (ii)   | Country of Incorporation of the related party.   | India.   |
| (iii)  | Nature of business of the related party.   | Manufacturing of Specialty Chemicals.  |
| <b>A (2) Relationship and ownership of the related party</b> |  |  |
| (i)  | 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:  | UCPL is a material unlisted subsidiary of Rossari Biotech Limited (the Company).<br><br>Accordingly, UCPL is a related party of the Company, pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. |
|  | <ul style="list-style-type: none"> <li>Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>  | The Company holds 80% of the paid-up share capital of UCPL.  |
|  | <ul style="list-style-type: none"> <li>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).</li> </ul> | Not Applicable.  |
|  | <ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).</li> </ul>  | UCPL has no direct/indirect holding in the Company.  |

| Sr. No.  | Particulars  | Information provided by the Management   |            |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
|--|--|--|------------|------------------------|---------------|------------|--|---|----------|--|---------|------------------------|------------|------------|----|--|--------|--------|
| <b>A (3) Details of previous transactions with the related party</b> |  |  |            |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| (i)  | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  | <p>Details of the transactions by the Company with UCPL:</p> <p style="text-align: right;">(₹ in million)</p> <table border="1"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">FY 2024-25</th> <th style="text-align: center;">FY 2025-26</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Purchase and Sale of Goods, Services (commission), Fixed Assets including sharing of infrastructure and resources and recovery/reimbursement of expenses.</td> <td style="text-align: right;">4,351.17</td> <td style="text-align: right;">5,393.82</td> </tr> </tbody> </table> <p>Details of the transactions by UCPL with Subsidiaries:</p> <p style="text-align: right;">(₹ in million)</p> <table border="1"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">FY 2024-25</th> <th style="text-align: center;">FY 2025-26</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Purchase and Sale of Goods, Purchase of Export Benefit License, Purchase of Fixed Asset, of infrastructure and resources including recovery/reimbursement of expenses.</td> <td style="text-align: right;">481.07</td> <td style="text-align: right;">692.13</td> </tr> </tbody> </table> <p><b>Note:</b> As the omnibus approval granted by the Audit Committee is valid only for one Financial Year, the proposed Related Party Transactions (RPTs) with UCPL for Financial Year (FY) 2026-27 were considered and approved by the Audit Committee at its meeting held on 17<sup>th</sup> January 2026. Accordingly, details pertaining to total amount of transactions undertaken by the listed entity or subsidiary with the related party during last Financial Year i.e. FY 2024-25, were placed before the Audit Committee for sorting approval.</p> <p>In accordance with the applicable Industry Standards, which require disclosure of the information as placed before the Audit Committee in the explanatory statement attached to the Notice of AGM, details for FY 2024-25 as placed before the Audit Committee have been provided.</p> <p>Additionally, as the audited financial statements for FY 2025-26 have been finalised the details as per the said statements have also been provided.</p> | Sr. No.    | Nature of Transactions | FY 2024-25    | FY 2025-26 | 1.   | Purchase and Sale of Goods, Services (commission), Fixed Assets including sharing of infrastructure and resources and recovery/reimbursement of expenses. | 4,351.17 | 5,393.82   | Sr. No. | Nature of Transactions | FY 2024-25 | FY 2025-26 | 1. | Purchase and Sale of Goods, Purchase of Export Benefit License, Purchase of Fixed Asset, of infrastructure and resources including recovery/reimbursement of expenses. | 481.07 | 692.13 |
| Sr. No.  | Nature of Transactions   | FY 2024-25   | FY 2025-26 |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| 1.   | Purchase and Sale of Goods, Services (commission), Fixed Assets including sharing of infrastructure and resources and recovery/reimbursement of expenses.  | 4,351.17   | 5,393.82   |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| Sr. No.  | Nature of Transactions   | FY 2024-25   | FY 2025-26 |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| 1.   | Purchase and Sale of Goods, Purchase of Export Benefit License, Purchase of Fixed Asset, of infrastructure and resources including recovery/reimbursement of expenses.   | 481.07   | 692.13     |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| (ii)   | 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. | <p style="text-align: right;">(₹ in million)</p> <table border="1"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">9M FY 2025-26</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Total amount of all transactions undertaken by the Company with UCPL</td> <td style="text-align: right;">3,622.43</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Total amount of all transactions undertaken by UCPL with Subsidiaries of the Company</td> <td style="text-align: right;">492.72</td> </tr> </tbody> </table> <p><b>Note:</b> Details of transactions carried out up to 31<sup>st</sup> December, 2025, i.e., up to the quarter immediately preceding the quarter in which Audit Committee approval was sought, are provided.</p>   | Sr. No.    | Particulars            | 9M FY 2025-26 | 1.         | Total amount of all transactions undertaken by the Company with UCPL | 3,622.43  | 2.       | Total amount of all transactions undertaken by UCPL with Subsidiaries of the Company | 492.72  |                        |            |            |    |  |        |        |
| Sr. No.  | Particulars  | 9M FY 2025-26  |            |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| 1.   | Total amount of all transactions undertaken by the Company with UCPL   | 3,622.43   |            |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| 2.   | Total amount of all transactions undertaken by UCPL with Subsidiaries of the Company   | 492.72   |            |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |
| (iii)  | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.             | No.  |            |                        |               |            |  |   |          |  |         |                        |            |            |    |  |        |        |



| Sr. No.  | Particulars  | Information provided by the Management   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
|--|--|--|-------------|-----------------------|------------|----------|-------------------|----------|------------------|---------------|--------|-----------|--|----------|----|--|-----|----|-------------------------------|----|----|---------------------------|----|----|-----------|----|--------------|--|---------------|
| <b>A (4) Amount of Proposed Transaction(s)</b> |  |  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| (i)  | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ Members.  | (₹ in million)<br><table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Sr. No.</th> <th style="text-align: center;">Nature of Transaction</th> <th style="text-align: center;">FY 2026-27</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Purchase of Goods</td> <td style="text-align: right;">7,000</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Sale of Goods</td> <td style="text-align: right;">2,680</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Sale of Services includes commission on sales, services related to consultancy, business auxiliary, marketing and job working.</td> <td style="text-align: right;">200</td> </tr> <tr> <td style="text-align: center;">4.</td> <td>Infrastructure &amp; Resource Sharing including recovery/reimbursement of expenses</td> <td style="text-align: right;">300</td> </tr> <tr> <td style="text-align: center;">5.</td> <td>Purchase of Plant &amp; Equipment</td> <td style="text-align: right;">50</td> </tr> <tr> <td style="text-align: center;">6.</td> <td>Sale of Plant &amp; Equipment</td> <td style="text-align: right;">50</td> </tr> <tr> <td style="text-align: center;">7.</td> <td>Any other</td> <td style="text-align: right;">10</td> </tr> <tr> <td colspan="2" style="text-align: center;"><b>Total</b></td> <td style="text-align: right;"><b>10,290</b></td> </tr> </tbody> </table> | Sr. No.     | Nature of Transaction | FY 2026-27 | 1.       | Purchase of Goods | 7,000    | 2.               | Sale of Goods | 2,680  | 3.        | Sale of Services includes commission on sales, services related to consultancy, business auxiliary, marketing and job working. | 200      | 4. | Infrastructure & Resource Sharing including recovery/reimbursement of expenses | 300 | 5. | Purchase of Plant & Equipment | 50 | 6. | Sale of Plant & Equipment | 50 | 7. | Any other | 10 | <b>Total</b> |  | <b>10,290</b> |
| Sr. No.  | Nature of Transaction  | FY 2026-27   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 1.   | Purchase of Goods  | 7,000  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 2.   | Sale of Goods  | 2,680  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 3.   | Sale of Services includes commission on sales, services related to consultancy, business auxiliary, marketing and job working.   | 200  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 4.   | Infrastructure & Resource Sharing including recovery/reimbursement of expenses   | 300  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 5.   | Purchase of Plant & Equipment  | 50   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 6.   | Sale of Plant & Equipment  | 50   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| 7.   | Any other  | 10   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| <b>Total</b>                                   |  | <b>10,290</b>  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| (ii)   | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT.   | Yes.   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| (iii)  | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.   | <p>The value of the proposed transactions is 49.46% of Company's annual consolidated turnover for FY 2024-25.</p> <p>The value of the proposed transactions is 42.94% of Company's annual consolidated turnover for FY 2025-26.</p> <p><b>Note:</b> The above percentage has been computed based on the annual consolidated turnover of the Listed Entity for FY 2024-25, as considered by the Audit Committee at the time of approval. Additionally, transaction details for FY 2025-26 have been provided based on the audited financial statements.</p>   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| (iv)   | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction).                  | Not Applicable.  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| (v)  | 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. | <p>The value of the proposed transactions is 132.98% of UCPL's annual consolidated turnover for FY 2024-25.</p> <p>The value of the proposed transactions is 111.57% of UCPL's annual consolidated turnover for FY 2025-26.</p> <p><b>Note:</b> The above percentage has been computed based on the annual consolidated turnover of the UCPL for FY 2024-25, as considered by the Audit Committee at the time of approval. Additionally, transaction details for FY 2025-26 have been provided based on the audited financial statements.</p>  |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| (vi)   | Financial performance of the related party for the immediately preceding financial year:   | (₹ in million)<br><table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2024-25</th> <th style="text-align: center;">FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">7,737.78</td> <td style="text-align: right;">9,222.68</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">367.37</td> <td style="text-align: right;">373.34</td> </tr> <tr> <td>Net Worth</td> <td style="text-align: right;">3,596.30</td> <td style="text-align: right;">3,971.38</td> </tr> </tbody> </table>  | Particulars | FY 2024-25            | FY 2025-26 | Turnover | 7,737.78          | 9,222.68 | Profit After Tax | 367.37        | 373.34 | Net Worth | 3,596.30   | 3,971.38 |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| Particulars                                    | FY 2024-25   | FY 2025-26   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| Turnover                                       | 7,737.78   | 9,222.68   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| Profit After Tax                               | 367.37   | 373.34   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |
| Net Worth                                      | 3,596.30   | 3,971.38   |             |                       |            |          |                   |          |                  |               |        |           |  |          |    |  |     |    |                               |    |    |                           |    |    |           |    |              |  |               |

| Sr. No.   | Particulars   | Information provided by the Management  |
|---|---|---|
| <b>A (5) Basic Details of Proposed Transaction(s)</b> |   |   |
| (i)   | Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.).  | Refer A(4) (i) above.   |
| (ii)  | Details of each type of the proposed transaction.   | <p>The proposed Related Party Transactions to be entered into between the Company and UCPL shall comprise transactions undertaken in the ordinary course of business and on an arm's length basis and includes following:</p> <ol style="list-style-type: none"> <li>1. Purchase of Goods including raw material, finished goods, semi-finished goods and traded products.</li> <li>2. Sale of goods including raw materials, finished goods, semi-finished goods, and traded products.</li> <li>3. Sale of Services including commission on sales and consultancy, business auxiliary, marketing and job working.</li> <li>4. Infrastructure &amp; Resource Sharing including recovery/ reimbursement of expenses.</li> <li>5. Purchase and Sale of Plant &amp; Equipment, which are non-core and/or underutilised and are intended to be disposed off.</li> <li>6. Due to certain business exigencies, there could be certain type of transactions which may not get covered in the above transaction type. Accordingly, approval is sought for smooth functionality of business in case the transactions needs to be entered between the related party, subject to their value not exceeding Rs. 1 (One) Crore shall apply.</li> </ol> |
| (iii)   | Tenure of the proposed transaction (tenure in number of years or months to be specified).   | 1 (One) Year i.e for the Financial Year 2026-27.  |
| (iv)  | Whether omnibus approval is being sought.   | Yes.  |
| (v)   | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.  | <p>₹ 10,290 million (Rupees Ten Thousand Two Hundred and Ninety Million only).</p> <p>As the approval is sought for the aforesaid related party transactions only for the Financial Year 2026-27, the estimated break-up financial year-wise is not applicable.</p>   |
| (vi)  | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.  | Please refer to Background, brief details and benefits of the RPTs mentioned above.   |
| (vii)   | <p>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>a. Name of the director/KMP.</p> <p>b. Shareholding of the director/KMP, whether direct or indirect, in the related party.</p> | <p>(a) Name of Director</p> <p>Mr. Edward Menezes</p> <p>Mr. Sunil Chari</p> <p>(b) Shareholding</p> <p>Mr. Edward Menezes: directly: 29.10%</p> <p>Mr. Edward Menezes: Indirectly: 04.98%</p> <p>Mr. Sunil Chari: directly: 13.16%</p> <p>Mr. Sunil Chari: Indirectly: 20.92%</p> <p><b>Note:</b> shareholding % as on 31<sup>st</sup> March, 2026.</p>  |
| (viii)  | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.   | Not Applicable.   |
| (ix)  | Other information relevant for decision making.   | All relevant information forms a part of this disclosure setting out requisite facts.   |

**Part B: Information to be provided only if a specific type of RPT is proposed to be undertaken and is in addition to Part A**

| Sr. No.  | Particulars   | Information provided by the Management   |
|--|---|--|
| <b>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</b>   |   |  |
| (i)  | 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 provides better economies of scale, ensures cost optimisation, reduces administrative burden and associated costs, making the process more efficient.   |
| (ii)   | Basis of determination of price.  | Pricing for the proposed transactions is determined on an arm's length basis, in accordance with established transfer pricing principles, wherein pricing is determined majorly by using the Resale Price Method and other appropriate method as agreed. Price variation, if any is linked to raw material cost movements, or periodic market-based revisions. The methodology adopted by the management is to maintain fairness in intragroup transaction, while ensuring the optimal business advantage across the group.<br><br>For allied and other proposed transactions, pricing shall be mutually agreed between the contracting parties based on the nature and terms of each transaction, and shall at all times be on an arm's length basis. In respect of the transaction involving infrastructure and resource sharing cost shall be allocated based on a fair and reasonable basis on factors like usage, head count or area occupied (based on appropriate determination of price incurred). |
| (iii)  | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:<br><br>(a) Amount of trade advance<br><br>(b) Tenure<br><br>(c) Whether same is self-liquidating? | Nil.   |
| <b>B(6) Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate</b> |   |  |
| (i)  | Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity.  | 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 provides better economies of scale, ensures cost optimisation, reduces administrative burden and associated costs, making the process more efficient.   |
| (ii)   | Basis of determination of price.  | The consideration for sale of Plant and Equipment is determined based on arm's length principles. The pricing shall be determined basis evaluation of net book value, age, condition and remaining useful life of the assets, prevailing market prices and, where considered necessary, independent valuation.   |
| (iii)  | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate.  | Refer "Background, brief details and benefits of the RPTs," as mentioned aforesaid.  |
| (iv)   | Financial track record of the subsidiary/ undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:<br><br>(a) Turnover<br><br>(b) Networth<br><br>(c) Net Profit   | Not applicable, as the proposed transaction does not relate to sale of subsidiary/ undertaking.  |

| Sr. No. | Particulars   | Information provided by the Management   |
|---------|---|--|
| (v)     | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary/undertaking. | Not applicable, as the proposed transaction does not relate to sale of subsidiary/undertaking. |
|         | (a) Expected impact on turnover   |  |
|         | (b) Expected impact on net worth  |  |
|         | (c) Expected impact on net profits  |  |

**Note:** Disclosures under Part B - B(2) to B(5) and B(7) and Part C of Industry Standards are not applicable.

Approval of Members is sought for the aforesaid related party transactions and to enable the Board for entering into contracts/arrangements/agreements/transactions (including any modifications, alterations, amendments or renewal thereto) with UCPL, subject to the limit as mentioned aforesaid, during the Financial Year 2026-27.

The Members may note that in terms of the provisions of the Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 5.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 5 of this Notice, for your approval.

Except Mr. Edward Menezes and Mr. Sunil Chari and their relatives, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

#### In respect of Item No. 6

Based on recommendation of the Nomination and Remuneration Committee (“NRC”), and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, the Board of Directors of the Company (“the Board”) at their meeting held on 27<sup>th</sup> April, 2026, had approved appointment of Mr. Udeypaul Singh Gill (DIN: 00004340) as an Additional Director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years i.e. from 28<sup>th</sup> April, 2026 to 27<sup>th</sup> April, 2029 (both days inclusive), subject to approval of the Members of the Company.

#### Brief Profile of Mr. Udeypaul Singh Gill

Mr. Udeypaul Singh Gill is a board-level business leader with over four decades of experience as an executive and strategist. Renowned for his expertise in building new businesses, driving leadership development, and championing sustainability initiatives. With a proven track record on the boards of prominent companies and non-profit organisations, Mr. Gill has made significant contributions towards strategic innovation, carbon neutrality and energy transition. His multifaceted career spans industries such as natural and synthetic fibers, chemicals, fertilisers, banking, textiles, and management consulting.

Mr. Gill’s achievements have been recognised with prestigious accolades, including the “Lifetime Achievement Award” from CIRFS and WFC Dornbirn, as well as the “Manager of the Year Award” from the Northern India Management Association.

He currently serves as Partner at Gherzi Consulting Zurich and is a board member of the International Textile Manufacturers Federation, Vardhman Textiles Limited, Nirvrt Consultancy Private Limited, Banswara Syntex Limited and Biotexfuture Germany.

NRC as a part of Nomination, Remuneration and Evaluation Policy have finalised the desired attributes for the selection of the independent director(s). Based on these attributes, the NRC recommended the candidature of Mr. Udeypaul Singh Gill for appointment as an Independent Director on the Board of the Company. In the opinion of NRC, Mr. Gill fulfils the conditions specified for appointment as an Independent Director under the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, and knowledge. The NRC is of the view that association of Mr. Gill would be beneficial to the Company, considering following:

- Deep understanding of the textile and fibre industry, with hands-on global exposure across petrochemicals, packaging, and fibres sectors, making him particularly well-suited to contribute to the strategic direction of the Company.
- Demonstrated experience in international corporate governance, having served on the boards of multiple global entities including Indorama Ventures Public Co. Ltd., Indo Rama Synthetics (India) Ltd., Sinterama SpA, and several other international companies.



- Currently a partner at Gherzi Consulting, Zurich, and serves on several international boards including the International Textile Manufacturers Federation (Zurich), bringing a globally informed perspective to Board deliberations.

Further, in terms of Regulation 17(1A) of Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), no listed entity shall appoint, re-appoint or continue the directorship of any person who has attained the age of seventy-five years, unless approval of Members is sought by way of special resolution to that effect.

Mr. Gill, being aged 72 years, he will attain the age of 75 years on 16<sup>th</sup> October, 2028. Therefore, for continuation of directorship of Mr. Gill as an Independent Director of the Company from 16<sup>th</sup> October, 2028 to 27<sup>th</sup> April, 2029, consent of the Members is required by way of a Special Resolution. Accordingly, based on the justification as mentioned aforesaid, NRC recommended to the Board the candidature of Mr. Gill for appointment as an Independent Director on the Board of the Company.

Considering the extensive industrial knowledge and experience of Mr. Gill and based on recommendation of NRC, the Board recommends his appointment as an Independent Director for a term of 3 (three) consecutive years effective from 28<sup>th</sup> April, 2026 to 27<sup>th</sup> April, 2029 (both days inclusive), pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and Regulation 25 of the Listing Regulations and he shall not be liable to retire by rotation.

The Company has received a declaration from Mr. Gill to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has also 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 not been debarred from holding the office of director by virtue of any SEBI order or any other Authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Mr. Udeypaul Singh Gill for the office of a Director of the Company. Further, Mr. Gill has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act. Mr. Gill has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (“IICA”).

Brief details of Mr. Gill is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit-based commission within the limits stipulated under Section 197 of the Act, as approved by the Members of the Company.

Copy of the letter of appointment of Mr. Udeypaul Singh Gill containing the terms and conditions of appointment, is available for inspection. Please refer to Note 15, given in the Notice on inspection of documents.

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

Except, Mr. Udeypaul Singh Gill, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 6 of the Notice.

#### **In respect of Item No. 7**

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (“the Act”) read with the rules made there under and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (“the Board”), approved appointment of Ms. Esha Padmanabhan Achan (DIN: 10350369) as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years i.e. from 21<sup>st</sup> October, 2023 to 20<sup>th</sup> October, 2026 (both days inclusive). The Members of the Company through Postal Ballot dated 6<sup>th</sup> December, 2023, approved the same. She is due for retirement from the first term as an independent director on 20<sup>th</sup> October, 2026, and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the NRC, and pursuant to the provisions of the Act read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 27<sup>th</sup> May, 2026, proposed re-appointment of Ms. Esha Padmanabhan Achan (DIN: 10350369) as a Non-Executive, Independent Director of the Company for a second term of 3 (three) consecutive years i.e. from 21<sup>st</sup> October, 2026 to 20<sup>th</sup> October, 2029 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company.

### Brief Profile of Ms. Esha Padmanabhan Achan

Ms. Esha is a seasoned finance professional with a proven track record of 33 years, she stands as a distinguished professional, having held pivotal roles within senior management as a Group President, Global Head leading Global Business, Finance and Treasury operations of MNC's and publicly listed companies like Glenmark Pharmaceuticals & Bajaj, encompassing Strategic Planning, Financial Modelling & Budgeting, Acquisitions, Fund Raising, Investor Relations and Treasury & Risk Management. She is a member of USIBC and the SME Chamber of India and also the Global Ambassador with Tuff Earth Foundation UK.

The NRC as a part of Nomination, Remuneration and Evaluation Policy has finalised the desired attributes for the selection of the independent director(s) and based on those attributes and taking into consideration the skills, expertise and competencies required for the Board in the context of the business and based on the performance evaluation; concluded and recommended to the Board that Ms. Achan's qualifications and the rich experience meets the skills and capabilities required for the role of Independent Director of the Company. NRC is of the opinion that Ms. Achan continues to possess the identified core skills, expertise, and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company.

The NRC after considering the performance of Ms. Achan during her first term and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term for 3 (three) consecutive years. As part of its ongoing commitment to maintaining a diverse and well-rounded Board composition, the NRC has deliberated upon and recommends the re-appointment of Ms. Esha Padmanabhan Achan, considering following:

- Expertise in Strategic Planning, Treasury & Risk Management, Financial Modeling, and M&A, gained through her significant roles played in industry.
- Strong understanding of regulatory frameworks, RBI Guidelines, and banking dynamics, with active participation in policy discussions as a member of the Bombay Chambers.
- Cross-sectoral expertise spanning Pharmaceuticals, BFSI, FMCG, Infrastructure, and Oil & Gas, enabling her to bring a well-rounded, multi-industry perspective to Board deliberations.
- As a mentor, and strategic advisor, she contributes an entrepreneurial and forward-looking outlook aligned with the Company's long-term growth strategy.

In view of the above and taking into consideration recommendation of NRC, the Board is of the opinion that the continued association of Ms. Achan would be of great value to the Company and it is desirable to continue to avail her services as an independent director of the Company and hence, recommends her re-appointment as an independent director of the Company, for a second term of 3 (three) consecutive years effective 21<sup>st</sup> October, 2026 to 20<sup>th</sup> October, 2029 (both days inclusive), pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder and Regulation 25 of the Listing Regulations and her office shall not be liable to retire by rotation.

The Company has received a declaration from Ms. Achan to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has not been debarred from holding the office of director by virtue of any SEBI order or any other Authority.

The Company has also received notice under Section 160 of the Act from a Member proposing the candidature of Ms. Achan for the office of a Director of the Company. Further, Ms. Achan has confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members of the Company. Ms. Achan has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

Brief detail of Ms. Achan is separately provided in the "Annexure" to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose, as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit-based commission within the limits stipulated under Section 197 of the Act as approved by the Members of the Company.



Copy of the letter of appointment of Ms. Achan containing the terms and conditions of appointment, is available for inspection. Please refer to Note 15, given in the Notice on inspection of documents.

The Board, recommends passing of this Special Resolution as set out at Item No. 7 of this notice, for your approval.

Except, Ms. Esha Achan, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 7 of the Notice.

#### **In respect of Item No. 8**

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 27<sup>th</sup> April, 2026, has approved the appointment and remuneration of M/s. R. Shetty & Associates, Cost Accountants (Firm Registration No.:101455), as the Cost Auditors for audit of the cost accounting records of the Company for the Financial Year ending 31<sup>st</sup> March, 2027, at a remuneration of ₹ 1,35,000/- (Rupees One Lakh Thirty-Five Thousand only) plus taxes and reimbursement of out-of-pocket expenses at actuals, if any, in connection with the audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 (“**the Act**”) and the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (“**the Rules**”) (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), maintenance of cost records and audit thereof is applicable in respect of products in the category including of bulk drugs, chemicals, insecticides, inorganic chemicals, organic chemicals and their derivatives and polymers.

M/s. R. Shetty & Associates, have confirmed that they hold a valid certificate of practice under Sub-Section (1) of Section 6 of the Cost and Works Accountants Act, 1959.

In accordance with the provisions of Section 148 (3) of the Act read with the Rules, the remuneration payable to Cost Auditor has to be ratified by the Members of the Company. Accordingly, approval of the Members is sought for ratification of the remuneration payable to Cost Auditors for conducting the audit of the cost records of the Company, if required, for the Financial Year ending 31<sup>st</sup> March, 2027.

The Board, recommends passing of this Ordinary Resolution as set out at Item No. 8 of this notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 8 of the Notice.

By Order of the Board of Directors  
**For Rossari Biotech Limited**

Date: 27<sup>th</sup> May, 2026  
Place: Mumbai

Parul Gupta  
**Company Secretary & Head - Legal**  
Membership No.: A38895

## ANNEXURE TO THE NOTICE DATED 27<sup>TH</sup> MAY, 2026

Particulars of the Directors seeking appointment/re-appointment at the 17<sup>th</sup> AGM pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting:

### Mr. Edward Menezes (DIN: 00149205)

Executive Chairman

#### PROFILE



Mr. Edward Menezes is the Co-founder and Executive Chairman of the Company, with over 40 years of experience in specialty chemicals and textile processing. He has played a key role in shaping the Company's growth and strategy. Prior to co-founding the Company, he held leadership roles at Clariant India.

#### PERSONAL & APPOINTMENT DETAILS

Date of Birth: 31<sup>st</sup> October 1960 (65 years)

Nationality: Indian

First Appointment: 10<sup>th</sup> August 2009

Re-appointment: 1<sup>st</sup> October 2024

Tenure: 1<sup>st</sup> October 2024 to 30<sup>th</sup> September 2029

Retirement: Liable to retire by rotation

#### QUALIFICATIONS

Master's in Marketing Management, Welingkar Institute

B.Sc. (Tech), Textile Chemistry, UDCT

B.Sc. (Chemistry), K. J. Somaiya College

#### KEY EXPERTISE

40+ years of industry experience

Textile processing & specialty chemicals

Strategy, marketing & technical leadership

#### SHAREHOLDING

1,62,28,820\* equity shares (as on 31<sup>st</sup> March 2026)

#### DIRECTORSHIPS IN OTHER COMPANIES

Buzil Rossari Private Limited

Hextar Unitop SDN BHD

Romakk Chemicals Private Limited

Rossari Bangladesh Limited

Rossari Biotech (India) Private Limited

Rossari Biotech Trading FZE

Rossari Consumer Products Private Limited

Rossari Global FZCO (erstwhile known as Rossari Global DMCC)

Rossari Manuchar (India) Private Limited

Suisse Silicon Specialties Private Limited

Tristar Intermediates Private Limited

Unitop Chemicals Private Limited

#### COMMITTEE MEMBERSHIPS IN OTHER COMPANIES

NRC: Unitop Chemicals Private Limited and Romakk Chemicals Private Limited (M)

CSR: Unitop Chemicals Private Limited (C),

#### BOARD DETAILS

Board Meetings: 4/5 (FY 2025–26)

Relationship: None

Resignations (3 years): Not Applicable

#### REMUNERATION

₹ 11.86 million\*\*

\*The shares held by Mr. Edward Menezes includes the shares held by him in name of Menezes Family Trust.

\*\* Mr. Edward Menezes, Executive Chairman of the Company has also received remuneration amounting to AED 0.17 million from Rossari Biotech Trading FZE, a wholly owned subsidiary of the Company.

**Mr. Udeypaul Singh Gill (DIN: 00004340)**

Non-Executive, Independent Director (Additional Director)

**PROFILE**

Mr. Udeypaul is a board-level business leader known for building and scaling businesses, strengthening leadership capability, and driving sustainability, innovation and growth-led transformation. He brings a proven over 40 year track record as a C-suite executive and has served on the boards of 25+ global companies and non-profit organisations.

**PERSONAL & APPOINTMENT DETAILS**Date of Birth: 16<sup>th</sup> October 1953 (72 years)

Nationality: Indian

First Appointment: 27<sup>th</sup> April, 2026

Re-appointment: Not Applicable

Tenure: As per the resolution in Item No. 6 of this Notice, read with the explanatory statement thereto.

Retirement: Not liable to retire by rotation

**QUALIFICATIONS**

MBA from Punjab Agricultural University, Ludhiana

B.Sc. (Honours) in Economics

**KEY EXPERTISE**

40+ years of industry experience

Business restructuring &amp; turnaround, Merger and Acquisition

Corporate transformation functions including Sustainability, Digitalisation and Environment, Health & Safety

**SHAREHOLDING**

Nil

**DIRECTORSHIPS IN OTHER COMPANIES**

Banswara Syntex Limited

Nirvrt Consultancy Private Limited

Vardhman Textiles Limited

**COMMITTEE MEMBERSHIPS IN OTHER COMPANIES**

AC: Vardhman Textiles Limited (C)

NRC: Vardhman Textiles Limited (M)

**BOARD DETAILS**

Board Meetings: Not-applicable (FY 2025-26)

Relationship: None

Resignations (3 years): Not Applicable

**REMUNERATION**

Not-Applicable (FY 2025-26)

**Ms. Esha Padmanabhan Achan (DIN: 10350369)**

Non-Executive, Independent Director

**PROFILE**



Ms. Esha Padmanabhan Achan is a seasoned finance professional with over 33 years of experience in global business, finance, and treasury functions. She has held senior management roles, including Group President & Global Head, and brings strong expertise in financial strategy, corporate governance, and risk management. She holds an MBA in Finance from Welingkar Institute, Mumbai (1989).

**PERSONAL & APPOINTMENT DETAILS**

Date of Birth: 25<sup>th</sup> April 1968 (58 years)

Nationality: Indian

First Appointment: 21<sup>st</sup> October 2023

Re-appointment: Not Applicable

Tenure: As per the resolution in Item No. 7 of this Notice, read with the explanatory statement thereto.

Retirement: Not liable to retire by rotation

**QUALIFICATIONS**

Master of Business Administration (MBA – Finance), Welingkar Institute, Mumbai (1989)

**KEY EXPERTISE**

33+ years of experience in finance and treasury

Global business leadership

Corporate governance and risk management

**SHAREHOLDING**

Nil (as on 31<sup>st</sup> March 2026)

**DIRECTORSHIPS IN OTHER COMPANIES**

Man Industries (India) Limited

Meganet Technologies Global Limited (formerly Meganet Technologies Global Private Limited)

Romakk Chemicals Private Limited

**COMMITTEE MEMBERSHIPS IN OTHER COMPANIES**

AC: Meganet Technologies Global Limited (C), Romakk Chemicals Private Limited (M)

NRC: Meganet Technologies Global Limited (M), Romakk Chemicals Private Limited (M)

RMC: Meganet Technologies Global Limited (M)

**BOARD DETAILS**

Board Meetings: 5/5 (FY 2025-26)

Relationship: None

Resignations (3 years): Not Applicable

**REMUNERATION**

₹ 4.40 million

AC: Audit Committee, NRC: Nomination and Remuneration Committee, CSR : Corporate Social Responsibility Committee, RMC : Risk Management Committee, C : Chairperson, M : Member

Note: For other details of the above Director, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

**SUMMARIZED INFORMATION AT GLANCE**

| <b>Particulars</b>  | <b>Details</b>   |
|---|--|
| Time and Date of AGM  | Monday, 20 <sup>th</sup> July, 2026 at 11:00 A.M. (IST)  |
| Venue/Mode  | Through Video Conferencing/Other Audio Visual Means  |
| Record Date for payment of final dividend   | Friday, 10 <sup>th</sup> July, 2026  |
| Final Dividend Recommended for the Financial Year 2025-26                                 | ₹ 0.50 Per Share   |
| Final dividend payout date, if approved by Members  | Within ten (10) working days from the conclusion of the AGM  |
| Detailed information on TDS   | <a href="http://www.rossari.com/ir-annual-report/">www.rossari.com/ir-annual-report/</a>   |
| Cut-off date for e-Voting   | Monday, 13 <sup>th</sup> July, 2026  |
| E-voting start time and date  | Friday, 17 <sup>th</sup> July, 2026 at 09:00 A.M. (IST)  |
| E-voting end time and date  | Sunday, 19 <sup>th</sup> July, 2026 at 05:00 P.M. (IST)  |
| E-voting website links (please use as applicable)   | <a href="http://eservices.nsdl.com">eservices.nsdl.com</a><br><a href="http://web.cdslindia.com/myeasitoken/Home/Login">web.cdslindia.com/myeasitoken/Home/Login</a><br><a href="http://instavote.linkintime.co.in/">instavote.linkintime.co.in/</a>   |
| E-voting Event Number (EVEN)  | 260327   |
| Weblink for temporary registration to receive AGM Notice and credentials for E-voting/AGM | <a href="http://web.in.mpms.mufg.com/EmailReg/Email_Register.html">web.in.mpms.mufg.com/EmailReg/Email_Register.html</a>   |
| Contact Details of RTA  | Mr. Rajiv Ranjan<br><b>Sr. Assistant Vice President – Evoting</b><br><b>MUFG Intime India Private Limited</b><br>C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400 083, Maharashtra, India.<br>Email/HelpDesk: <a href="mailto:enotices@in.mpms.mufg.com">enotices@in.mpms.mufg.com</a><br>Website: <a href="http://www.in.mpms.mufg.com">www.in.mpms.mufg.com</a><br>Tel. Number: 022 4918 6000         |
| Contact Details of the Company  | Parul Gupta<br><b>Company Secretary &amp; Head - Legal</b><br><b>Rossari Biotech Limited</b><br>Rossari House, Golden Oak, LBS Marg, Surya Nagar, Opp. Mahindra Showroom, Vikhroli (West), Mumbai – 400079, Maharashtra, India.<br>Email ID: <a href="mailto:investors@rossari.com">investors@rossari.com</a><br>Website: <a href="http://www.rossari.com">www.rossari.com</a><br>Tel. Number: 022 6123 3800 |