

Regd Office:
 9 Cathedral Road
 Chennai 600 086 India
 Tel + 91 44 2812 8500
 E-mail: csl@sanmargroup.com
 www.chemplastsanmar.com
 CIN L24230TN1985PLC011637

February 20, 2026

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 Scrip Code - 543336	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Mumbai – 400 050 Scrip Symbol – CHEMPLASTS
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Dear Sir/Madam,

Sub: Notice of Postal Ballot seeking approval of the shareholders of the Company, through e-voting - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Our letter dated January 10, 2026

This is further to our letter dated January 10, 2026, intimating the Stock Exchanges, after the Board Meeting of the Company held on that date, of the appointment and reappointment of Directors as stated therein, subject to approval of shareholders of the Company.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Notice of Postal Ballot dispatched today, through electronic mode to the shareholders of the Company who have registered their e-mail addresses with the Depositories/Registrar and Share Transfer Agent of the Company, seeking approval of shareholders of the Company for the following Ordinary/Special resolutions:

S. No	Particulars	Type of resolution (Ordinary/Special)
1.	Re-appointment of Mr Ramkumar Shankar (DIN:00018391) as Managing Director of the Company for 2 (two) months from February 1, 2026	Special
2.	Appointment of Mr S Ganeshkumar (DIN:00088163) as Director of the Company with effect from April 1, 2026	Ordinary

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3.	Appointment of Mr S Ganeshkumar (DIN:00088163) as Managing Director of the Company for a period of 3 (three) years from April 1, 2026	Special
4.	Re-appointment of Mr Aditya Jain (DIN: 00835144) as an Independent Director of the Company for the second term of five years from April 26, 2026	Special
5.	Re-appointment of Mr Sanjay Vijay Bhandarkar (DIN: 01260274) as an Independent Director of the Company for the second term of five years from April 26, 2026	Special
6.	Re-appointment of Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998) as an Independent Director of the Company for the second term of five years from April 26, 2026	Special
7.	Re-appointment of Mr Prasad Raghava Menon (DIN: 00005078) as an Independent Director of the Company for the second term of five years from April 26, 2026	Special

The cut-off date / record date for the purpose of Postal Ballot through e-voting has been fixed as Friday, February 13, 2026.

The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent of the Company, for providing e-voting facility to the Members of the Company. The e-voting period commences from 9:00 a.m. (IST) on Saturday, February 21, 2026, and ends at 5:00 p.m. (IST) on Sunday, March 22, 2026.

The Notice of Postal Ballot is also uploaded on the Company's website www.chemplastsanmar.com



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Date & Time of occurrence of this information: February 20, 2026 & 7.39 PM (IST)

This is for your information and records.

Thanking You,

Yours faithfully,

For CHEMPLAST SANMAR LIMITED

M RAMAN

Company Secretary and Compliance Officer

Memb No. ACS 6248





CHEMPLAST SANMAR LIMITED

Registered Office: 9 Cathedral Road, Chennai 600086

Tel: +91 44 2812 8500, **CIN:** L24230TN1985PLC011637

Email: grd@sanmargroup.com, **Website:** www.chemplastsanmar.com

NOTICE OF POSTAL BALLOT AND E-VOTING

The Members
Chemplast Sanmar Limited

NOTICE is hereby given that the Resolutions, as appended below, are proposed for approval by the Members of Chemplast Sanmar Limited ("**the Company**") by means of Postal Ballot, only by way of remote electronic voting process ("**e-voting**"), pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time), SS-2 Secretarial Standard on General Meetings ("**Secretarial Standard**") issued by the Institute of Company Secretaries of India, and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025.

The Board of Directors of the Company, at its meeting held on January 10, 2026, approved the following.

S. No	Particulars
1.	Re-appointment of Mr Ramkumar Shankar (DIN:00018391) as Managing Director of the Company for 2 (two) months from February 1, 2026
2.	Appointment of Mr S Ganeshkumar (DIN:00088163) as Director of the Company with effect from April 1, 2026
3.	Appointment of Mr S Ganeshkumar (DIN:00088163) as Managing Director of the Company for a period of 3 (three) years from April 1, 2026
4.	Re-appointment of Mr Aditya Jain (DIN: 00835144) as an Independent Director of the Company for the second term of five years from April 26, 2026
5.	Re-appointment of Mr Sanjay Vijay Bhandarkar (DIN: 01260274) as an Independent Director of the Company for the second term of five years from April 26, 2026
6.	Re-appointment of Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998) as an Independent Director of the Company for the second term of five years from April 26, 2026
7.	Re-appointment of Mr Prasad Raghava Menon (DIN: 00005078) as an Independent Director of the Company for the second term of five years from April 26, 2026

RESOLUTIONS:

1. Re-appointment of Mr Ramkumar Shankar (DIN:00018391) as Managing Director of the Company for 2 (two) months from February 1, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 152, 160, 196, 197, 198 and 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the Company at its meeting held on January 10, 2026, Mr Ramkumar Shankar (DIN: 00018391), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as Managing Director of the Company for 2 (two) months from February 1, 2026 to hold office upto March 31, 2026.

RESOLVED FURTHER THAT Mr Ramkumar Shankar (DIN: 00018391), Managing Director be paid remuneration by way of salary, allowances, perquisites, incentives, retirement and other benefits, subject to the maximum permissible limit under the provisions of the Act, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board to exercise its powers

conferred by this resolution) computed as per the provisions of Section 198 of the Act, read with Schedule V of the Act, (including any statutory modification (s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Mr Ramkumar Shankar (DIN: 00018391), Managing Director be paid the following remuneration for 2 (two) months with effect from February 1, 2026, subject to the provisions of the Companies Act, 2013 read with Schedule V thereto and/ or any guidelines prescribed by the Central Government from time to time:

(a)	Period of appointment	Two months from February 1, 2026 to March 31, 2026
(b)	Basic Salary (Fixed compensation)	₹ 7,50,000/- per month
(c)	Allowances and Perquisites	Allowances like Company Leased accommodation / House Rent Allowance, Medical Allowance, Special Allowance, Conveyance Allowance or a car under the Company car scheme, special annual payment, and / or any other allowance, as determined / recommended / revised, from time to time, by the Nomination and Remuneration Committee, and approved by the Board, subject to a maximum up to 208% of Basic Salary.
(d)	Incentive or Variable Pay	As may be determined / recommended by the Nomination and Remuneration Committee and approved by the Board, based on performance and other parameters laid down, but not higher than 225% of annual Basic Salary.
(e)	Insurance coverage	Personal Accident Insurance, Mediciam Insurance coverage, other insurance benefits, in force, from time to time, as per the rules of the Company.
(f)	Retirement benefits	Contribution to Provident Fund and Gratuity Encashment of leave as per the rules of the Company

- a) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases, where the actual amount of expenditure cannot be ascertained with reasonable accuracy, the perquisites shall be valued as per income tax rules.
- b) Mr Ramkumar Shankar, Managing Director will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.
- c) Mr Ramkumar Shankar, Managing Director will be subject to all other service conditions as applicable to any other senior management employees of the Company.

or any Committee of the Board / Person authorised by the Board, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this Special Resolution, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits for the financial year ending March 31, 2026, the above remuneration by way of salary, allowances, perquisites, incentives, retirement and other benefits be paid to Mr Ramkumar Shankar (DIN: 00018391), Managing Director, as minimum remuneration, during the currency of the tenure of his office.

2. Appointment of Mr S Ganeshkumar (DIN:00088163) as Director of the Company

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

RESOLVED FURTHER THAT Mr Ramkumar Shankar (DIN: 00018391) Managing Director shall ipso facto cease to be a Director of the Company, on his ceasing to be the Managing Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors and /



Company at its meeting held on January 10, 2026, Mr S Ganeshkumar (DIN:00088163), who has been appointed as an Additional Director of the Company with effect from April 1, 2026, and who shall hold office up to the date of the ensuing Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors and / or any Committee of the Board / Person authorised by the Board, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this Ordinary Resolution, without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. Appointment of Mr S Ganeshkumar (DIN:00088163) as Managing Director of the Company for a period of 3 (three) years from April 1, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the Company at its meeting held on January 10, 2026, approval of the members of the Company be and is hereby accorded to the appointment of Mr S Ganeshkumar, Director (DIN: 00088163) as Managing Director of the Company, for a period of 3 (three) years from April 1, 2026, subject to approval of the Central Government and such other approvals as may be required.

RESOLVED FURTHER THAT Mr S Ganeshkumar (DIN: 00088163), Managing Director be paid remuneration by way of salary, allowances, perquisites, incentives, retirement and other benefits, subject to the maximum permissible limit under the provisions of the Act, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board, to exercise its powers conferred by this resolution) for each of the financial year computed as per the provisions of Section 198 of the Act, read with Schedule V of the Act, (including any statutory modification (s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Mr S Ganeshkumar (DIN: 00088163), Managing Director be paid the following remuneration for a period of 3 (three) years with effect from April 1, 2026 subject to the provisions of the Companies Act, 2013 read with Schedule V thereto and/ or any guidelines prescribed by the Central Government from time to time:

(a)	Period of appointment	Three years from April 1, 2026 to March 31, 2029
(b)	Basic Salary (Fixed Compensation)	₹ 7,50,000 per month with such revision, from time to time, as may be decided / recommended by the Nomination and Remuneration Committee and approved by the Board, not exceeding ₹ 11,50,000 per month.
(c)	Allowances and Perquisites	Allowances like Company Leased accommodation / House Rent Allowance, Medical Allowance, Special Allowance, Conveyance Allowance or a car under the Company car scheme, special annual payment, and / or any other allowance, as determined / recommended / revised, from time to time, by the Nomination and Remuneration Committee, and approved by the Board, subject to a maximum up to 250% of annual Basic Salary. .
(d)	Incentive or Variable Pay	As may be determined / recommended by the Nomination and Remuneration Committee and approved by the Board, based on performance and other parameters laid down, but not higher than 300% of annual Basic Salary.
(e)	Insurance coverage	Personal Accident Insurance, Mediclaim Insurance coverage, other insurance benefits, in force, from time to time, as per the rules of the Company.
(f)	Retirement benefits	Contribution to Provident Fund and Gratuity Encashment of leave as per the rules of the Company
(g)	Notice period	4 months on either side or gross salary in lieu thereof for shortfall in notice

- a) Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases, where the actual amount of expenditure cannot be ascertained with reasonable accuracy, the perquisites shall be valued as per income tax rules.
- b) Mr S Ganeshkumar, Managing Director will not be entitled to any sitting fees for attending meetings of the Board or any Committee thereof.
- c) Mr S Ganeshkumar, Managing Director will be subject to all other service conditions as applicable to any other senior management employees of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the above remuneration by way of salary, allowances, perquisites, incentives, retirement and other benefits be paid to Mr S Ganeshkumar (DIN: 00088163), Managing Director, as minimum remuneration, during the currency of the tenure of his office.

RESOLVED FURTHER THAT Mr S Ganeshkumar (DIN: 00088163), Managing Director shall ipso facto cease to be a Director of the Company, on his ceasing to be the Managing Director of the Company.

RESOLVED FURTHER THAT in terms of provisions of the Articles of Association of the Company, Mr S Ganeshkumar (DIN: 00088163), Managing Director will not be liable to retire by rotation unless required as per the provisions of the Act.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors and / or any Committee of the Board / Person authorised by the Board, be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable for the purpose of giving effect to this Special Resolution, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

4. Re-appointment of Mr Aditya Jain (DIN: 00835144) as an Independent Director of the Company for the second term of five years from April 26, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013

("Act") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the Company at its meeting held on January 10, 2026, Mr Aditya Jain (DIN: 00835144) who holds office as an Independent Director of the Company up to April 25, 2026 and who has submitted a declaration that he meets the criteria for the re-appointment as an Independent Director of the Company under the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (five) years with effect from April 26, 2026 to April 25, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto.

5. Re-appointment of Mr Sanjay Vijay Bhandarkar (DIN: 01260274) as an Independent Director of the Company for the second term of five years from April 26, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the Company at its meeting held on January 10, 2026, Mr Sanjay Vijay Bhandarkar (DIN: 01260274) who holds office as an Independent Director of the Company up to April 25, 2026 and who has submitted a declaration that he meets the criteria for the re-appointment as an Independent Director of the Company under the Act and the SEBI Listing



Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (five) years with effect from April 26, 2026 to April 25, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto.

6. Re-appointment of Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998) as an Independent Director of the Company for the second term of five years from April 26, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the Company at its meeting held on January 10, 2026, Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998) who holds office as an Independent Director of the Company up to April 25, 2026 and who has submitted a declaration that she meets the criteria for the re-appointment as an Independent Director of the Company under the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (five) years with effect from April 26, 2026 to April 25, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto.

7. Re-appointment of Mr Prasad Raghava Menon (DIN: 00005078) as an Independent Director of the Company for the second term of five years from April 26, 2026

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, the approval and recommendation of Nomination and Remuneration Committee and that of the Board of Directors of the Company at its meeting held on January 10, 2026, Mr Prasad Raghava Menon (DIN: 00005078) who holds office as an Independent Director of the Company up to April 25, 2026 and who has submitted a declaration that he meets the criteria for the re-appointment as an Independent Director under the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, and is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (five) years with effect from April 26, 2026 to April 25, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto.

By Order of the Board
For Chemplast Sanmar Limited

M Raman
Company Secretary & Compliance Officer
Memb No. ACS 6248

Place: Chennai
Date: February 7, 2026

Notes:

- 1) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013, Secretarial Standard and SEBI Listing Regulations stating all material facts and the reason/rationale for the proposed Resolutions is annexed herewith for your consideration.
 - 2) Pursuant to the guidelines and clarifications issued by Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025 ("**MCA Circular**"), Companies are allowed to conduct postal ballot by sending notice through electronic form only. Accordingly, physical copy of postal ballot notice, postal ballot form and pre-paid business reply envelope will not be sent to the members for this postal ballot process. The communication of assent or dissent of the members would take place through the process of remote e-voting only.
 - 3) In compliance with the aforesaid MCA Circular, this Postal Ballot Notice along with the instructions regarding e-voting is being sent to the members whose email addresses are registered with Depository Participant(s) details of which received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose names appear in the Register of Members / list of beneficial owners as on the cut-off date **Friday, February 13, 2026 ("Cut-off Date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is also made available on the Company's website at www.chemplastsanmar.com and on the website of the Stock Exchanges where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com and National Stock Exchange of India Limited - www.nseindia.com
 - 4) The voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the **Cut-Off Date**.
 - 5) Members holding shares in electronic mode and who have not registered their e-mail address are requested to register the same with their respective Depository Participant(s) (DPs).
 - 6) In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circular, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolutions through the e-voting service facility. The Company has engaged Kfin Technologies Limited (KFIN/KFintech), Share Transfer Agent of the Company, as an e-Voting agency for this Postal Ballot process through remote e-voting. The guidelines for e-voting are given in Note no. 13 of this Postal Ballot Notice.
 - 7) The e-Voting period commences on **Saturday, February 21, 2026 (9.00 a.m. IST)** and ends on **Sunday, March 22, 2026 (5.00 p.m. IST)**. During this period, members of the Company holding shares, as on the Cut-off Date i.e., **Friday, February 13, 2026** may cast their vote electronically in the manner and process set out herein above. The e-Voting module shall be disabled for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it subsequently.
 - 8) The Resolutions proposed in the Postal Ballot Notice, if passed by the requisite majority, shall be deemed to have been passed on **Sunday, March 22, 2026**, i.e., the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the members of the Company.
 - 9) The Board of Directors have appointed B Ravi & Associates (Firm Registration Number: P2016TN052400) Practicing Company Secretaries, represented by CS Dr. B. Ravi (FCS No.:1810 CP No.:3318) Managing Partner of B Ravi & Associates, as Scrutiniser to conduct the Postal Ballot voting process in a fair and transparent manner.
 - 10) The results of the e-voting shall be declared to the Stock Exchanges on or before **Tuesday, March 24, 2026** i.e., within two working days from the last date specified for receipt of votes through the e-voting process. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.
 - 11) Resolutions passed by the members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened on that behalf.
 - 12) All the material documents referred to in the explanatory statement shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company upto the last date of e-voting for this Postal Ballot through remote e-voting process i.e., **Sunday, March 22, 2026**.
- 13) INSTRUCTIONS FOR SHAREHOLDERS RELATING TO REMOTE E-VOTING**
- i. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled



to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

- ii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to

update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iii. The details of the process and manner for remote e-Voting is explained herein below:

- I) Access to Depositories e-Voting system **in case of individual shareholders** holding shares in demat mode.
- II) Access to KFIN e-Voting system **in case of non-individual shareholders** holding shares in demat mode.

I) LOGIN METHOD FOR REMOTE E-VOTING OF INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nSDL.com II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link: https://eservices.nSDL.com II. Select "Register Online for IDeAS" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point No. 1 above <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> I. Open URL: https://www.evoting.nSDL.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFIN. V. On successful selection, you will be redirected to KFIN e-Voting page for casting your vote during the remote e-Voting period. <p>4. NSDL Speede</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or https://web.cdslindia.com/myeasitoken/home/EasiestRegistration or Website: www.cdslindia.com II. Click on the "Login" icon applicable when using the Website: www.cdslindia.com III. and opt for "My Easi New (Token)" IV. Login with your registered user ID and password. V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFIN e-Voting portal. VI. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/home/EasiestRegistration II. Proceed with completing the registration. III. Follow the steps given in point No. 1 above <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit Website: www.cdslindia.com II. Click on the "E Voting" icon III. Provide your demat Account Number and PAN No. IV. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. V. After successful authentication, user will be provided links for the respective ESP, i.e. KFIN where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against Company name or e-Voting service provider - KFIN and you will be redirected to e-Voting website of KFIN for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use 'Forgot user ID' and 'Forgot Password' option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 2109 911, 022-62343625, 022-62343626 & 022-62343259

II) LOGIN METHOD FOR E-VOTING OF SHAREHOLDERS OTHER THAN INDIVIDUAL'S SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

(A) Members whose email IDs are registered with the Depository Participants (s), will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), User ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".



- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., '9432- Postal Ballot" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple demat accounts shall choose the voting process separately for each demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting. together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at email id csbravi@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."
- (B) Members whose email IDs are not registered with the Depository Participant(s), and consequently the Postal Ballot Notice along with the instructions regarding e-voting cannot be serviced, are requested to register/ update their email addresses with relevant Depository Participants.
- Members may visit the website of the Company www.chemplastsanmar.com or the website of the Registrars and Share Transfer Agent <https://evoting.kfintech.com/public/Downloads.aspx> for downloading the Postal Ballot Notice.
- Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy for sending Postal Ballot Notice along with the instructions regarding e-voting.
- After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- Any Non - Individual member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFINTECH in the manner as mentioned below:**
- i. If the mobile number of the member is registered against DP ID Client ID, the member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL: MYEPWD <SPACE> 1402345612345678
 - ii. If e-mail address or mobile number of the member is registered against DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the

member may click "Forgot Password" and enter DP ID Client ID and PAN to generate a password.

In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFIN Website) or contact Ms Swati Reddy, Manager (Unit: Chemplast Sanmar Limited, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032) at evoting@kfintech.com or call KFIN's toll free No. 1800-309-4001 for any further clarifications.

Explanatory Statement annexed to the Notice as required under Section 102 of the Companies Act, 2013.

Item No.1

Mr Ramkumar Shankar was appointed as Managing Director of the Company for a term of five years with effect from February 1, 2021. His term of office was valid upto January 31, 2026.

Mr Ramkumar Shankar is eligible for reappointment as Managing Director of the Company. However, Mr Ramkumar Shankar, has expressed his desire to be relieved from the position of Managing Director from the close of the current financial year 2025-26. Accordingly, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at its meeting held on January 10, 2026, Mr Ramkumar Shankar has been reappointed as the Managing Director of the Company for a period of 2 (two) months from February 1, 2026 to March 31, 2026 on the terms and conditions and remuneration subject to the approval of the Shareholders of the Company.

The reappointment of Mr Ramkumar Shankar as Managing Director of the Company for 2 (two) months from February 1, 2026 is intended to avail his services as Managing Director up to the close of the current financial year 2025-26. His successor i.e. Mr S Ganeshkumar has been appointed by the Board of Directors, as the Managing Director of the Company subject to necessary approvals effective April 1, 2026 (please refer Item No.3 of the Notice).

Mr Ramkumar Shankar, 58 years, is a qualified Chartered Accountant, Cost Accountant and also has completed Advanced Management Programme from Indian School of Business. Mr Ramkumar Shankar has about 37 years of industrial experience in varied capacities. He has been heading the chloro – vinyl business of the Company since 2013. He is the Managing Director of the Company from February 1, 2021 during which period he has managed the

Company successfully notwithstanding several challenges faced by the industry in which the Company operates. He is also the Managing Director of Chemplast Cuddalore Vinyls Limited (CCVL), a wholly owned subsidiary of the Company and he holds the office of Managing Director in CCVL upto March 31, 2026. He does not draw any remuneration from CCVL. He was the president of Alkali Manufacturers Association of India and is currently President of The Madras Chamber of Commerce and Industry.

The Company has received all statutory disclosures / declarations, including,

- (i) Consent in writing to act as Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any other such authority;
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Pursuant to the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of shareholders of the Company is required by way of Special Resolution, for the appointment of Mr Ramkumar Shankar as Managing Director for a period of 2 (two) months from February 1, 2026 and for payment of remuneration as set out in resolution under Item No.1 of the Notice.

Pursuant to Section 190 of the Companies Act, 2013, the particulars of Mr Ramkumar Shankar's appointment as Managing Director, as specified in the resolution together with the accompanying explanatory statement, shall be deemed to constitute a memorandum setting out the terms and conditions of his appointment.

As per Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to seek approval of the members for appointment of Mr Ramkumar Shankar either at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

A statement furnishing the details of Mr Ramkumar Shankar, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard is enclosed.



The Board of Directors recommends the Special Resolution as set out in item No.1 of the notice for the approval of the shareholders of the Company.

Information required under Clause (iv) of proviso to paragraph (B) of Section II of Part II of Schedule V of the Companies Act, 2013.

I. GENERAL INFORMATION

(1) Nature of Industry

The Company is a leading Speciality chemicals manufacturer in India with focus on Speciality Paste PVC resin and custom manufacturing of starting materials and intermediates for pharmaceutical, agrochemical and fine chemicals sectors. It is the largest manufacturer of Speciality Paste PVC resin in India. In addition, the Company is also the fourth largest

(4) Financial performance based on given indicators (Standalone):

Particulars	Amount in ₹ Crores		
	March 31, 2025	March 31, 2024	March 31, 2023
Revenue	2387.61	1655.58	2196.67
Profit/ (loss) before Tax	(111.9)	(156.17)	166.69
Profit (loss) after tax	(65.57)	(103.87)	145.57
Paid up share capital	79.06	79.06	79.06
Reserve and Surplus (Other equity)	4117.62	3761.20	3864.66

(5) Foreign investments or collaborations, if any

There is no direct foreign investment in the Company except to the extent shares held by Foreign Portfolio Investors (FPI) acquired through secondary market.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr Ramkumar Shankar, 58 years, a Chartered Accountant and Cost Accountant has about 37 years of industrial experience in varied capacities. He has been with the Company, its predecessors and other entities over the past 33 years and he has been heading the Chloro –Vinyl business of the Company since 2013. He is currently the Managing Director of the Company for a term of five years effective February 1, 2021. He was the president of Alkali Manufacturers Association of India and is currently President of The Madras Chamber of Commerce and Industry.

(2) Past remuneration

For the financial year 2024-25 the total remuneration drawn by Mr Ramkumar Shankar was ₹ 462.62 Lakhs.

manufacturer of Caustic Soda and the largest manufacturer of Hydrogen Peroxide in South India and the oldest manufacturer of Chloromethanes in India. The Company's wholly owned subsidiary Chemplast Cuddalore Vinyls Limited is engaged in the manufacture and sale of Suspension PVC.

(2) Date or expected date of commencement of commercial production.

The Company/ its predecessors have been in business for over 55 years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable, as the Company is an existing Company.

(3) Job profile and his suitability

Having regard to his experience and qualification as set hereinabove, in the opinion of the Board, he is eminently suited for the position of Managing Director of the Company.

(4) Remuneration proposed

The proposed remuneration of Mr Ramkumar Shankar is set out in the resolution under Item No.1 of the Notice.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

The remuneration payable to Mr Ramkumar Shankar is not out of tune with the remuneration in similar sized industries in same segment of business.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any.

Other than the proposed remuneration, Mr Ramkumar Shankar has no other pecuniary relationship directly or indirectly with the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

The loss during 2024-25 was primarily driven by higher capital costs, i.e., interest and depreciation costs, which is due to the commissioning of new projects in the specialty segment**. Further, the Paste PVC margins for 2024-25 was continued to be adversely impacted by large-scale dumping from the European Union and Japan.

**New Paste PVC plant in Cuddalore was commissioned in Feb 2024 and phase 2 of MPB 3 of the CMC business was commissioned in Dec 2024.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms

Preparing for the future, the Company remains focused on enhancing competitiveness, scaling operations, and broadening its product portfolio across key segments. Investments have been directed toward expanding capacity in specialty businesses, notably the CMC segment and Refrigerant Gas (R32).

The Company is securing feedstock through strategic partnerships, including product off-take arrangements, to strengthen supply chain resilience for our Suspension PVC business.

Looking ahead, the Company anticipates an improvement in its financial performance, supported by favourable business conditions. Additionally, the Company expects the Government of India to announce measures to curb dumping, which should help restore pricing and margin stability.

Furthermore, incremental volumes from newly commissioned capacities are expected to contribute significantly to the Company's overall performance.

Interest of Directors

Except Mr Ramkumar Shankar who is concerned or interested in the Resolution relating to his re-appointment, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution. Mr Ramkumar Shankar holds 3449 equity shares in the Company and is not related to any other Directors or Key Managerial personnel of the Company.

Inspection of Documents

Notice of Candidature under Section 160 of the Companies Act, 2013 received from a member shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company up to the last date of e-voting for this Postal Ballot through remote e-voting process.

Item Nos. 2 & 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its Meeting held on January 10, 2026 had approved the appointment of Mr S Ganeshkumar ("Ganeshkumar") as an Additional Director of the Company with effect from April 1, 2026.

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on January 10, 2026 had also approved the appointment of Ganeshkumar as the Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2026 to March 31, 2029, not liable to retire by rotation on the terms and conditions and remuneration as set out in the resolution under Item No. 3 of the Notice subject to the approval of the shareholders of the Company, and the Central Government.

Ganeshkumar, 57 years, is currently the CEO and Managing Director of TCI Sanmar Chemicals S.A.E., Egypt ("TCI Sanmar") (since February 23, 2022).

TCI Sanmar is engaged in the manufacture and sale of Caustic Soda, PVC and Calcium Chloride Granules having its fully integrated world-class balanced manufacturing facility for producing Caustic Soda, Poly Vinyl Chloride (PVC) and Calcium Chloride Granules. TCI Sanmar is the largest integrated producer of Caustic Soda and PVC in the entire Middle East and North Africa (MENA) region with the state-of-the-art technologies.

Earlier, Ganeshkumar was the President and Chief Operating Officer of Raymond Limited Lifestyle Business (2020-2022) and was the CEO – Global Operations of JK Files (India) Limited (a subsidiary of Raymond Limited) (2016-2020). As the CEO of JK Files, he was in-charge of its Engineering Business and was instrumental for the turnaround of its business.

During 2013-2016, he was the Managing Director & Country Head – India of Arysta Life Science India Limited. Artista is one of the leading marketers of Crop Protection and Bio Solutions provider in Agri. Input Space.



He had a long stint at Mosaic India Private Limited spanning over 11 years (2002-2013) and he was the Director, India Distribution Business & Lead Marketing-AP therein. Prior to 2002, he was with Eicher Tractors, Faridabad and also with Monsanto India Limited, one of world leaders in agricultural technology and life sciences.

Ganeshkumar is an accomplished business leader with over three decades of experience in general management roles across multiple sectors.

Ganeshkumar completed his B.Sc (Electronics Science) from the University of Poona and B. Tech (Automobile Engineering) from Anna University. He has also completed specialised programmes in Advanced Management, Strategic Leadership and M&A from AIMA – Harvard Business School, Cornell University and NUS Singapore.

His experience span across Chemicals and Petrochemicals, Lifestyle (Fabrics, Men's Fashion, Consumer Retail, B2C Marketing), Engineering, Crop Protection, Bio Solutions, Seeds, Fertilisers, Life Sciences & Tractors. His experience spread across various businesses, has exposed him to manage multiple functions including Operations, Sales, Marketing at leading Indian Corporations (Eicher, Raymond) and Multi-National Companies (Monsanto, Cargill/ Mosaic, Arysta), in addition to TCI Sanmar. His expertise includes Leadership, Business Strategy & Development, Commercial acumen, Sales and Marketing and General Management & Human Resources.

As Managing Director of TCI Sanmar, his key focus areas included transformation, driving operating efficiencies and strengthening relationships with all stakeholders. During his tenure, Ganeshkumar led the transformation of the operations by closely working with his team in TCI Sanmar and Boston Consulting Group (BCG) to improve plants capacity utilisation from ~ 70% to over 90% on one hand, improved the safety and sustainability metrics as well as built direct relationship with various stakeholders including governmental agencies. He is also the co-chair of the Indo Egypt Business Council.

Ganeshkumar, at the time of his appointment, does not fulfil the conditions prescribed in the Part I of the Schedule V of Companies Act, 2013 with respect to residential status (i.e., Resident in India). Hence, approval of Central Government is also required for his appointment as Managing Director of the Company. Upon receiving approval of shareholders, the Company will be making requisite application to the Central Government in this regard.

Pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013, approval of the Shareholders is required by way of ordinary resolution for appointment of Mr S Ganeshkumar as a Director of the Company with effect from April 1, 2026.

As per the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, approval of the shareholders is required by way of special resolution for the appointment of Ganeshkumar as Managing Director of the Company for a period of 3 (three) years from April 1, 2026 and the payment of remuneration as set out in the resolution(s) under item No. 3 of the Notice.

The Company has received all statutory disclosures / declarations, including,

- (i) Consent in writing to act as Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any other such authority;
- (iv) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

In this regard, requisite consent/ disclosures/ declarations, have been received, stating that all the conditions as set out under Section 196 of the Act for being eligible for this appointment are duly met.

Accordingly, the Board of Directors recommends the Ordinary Resolution as set out under item no. 2 of this Notice relating to the appointment of Ganeshkumar as a Director of the Company with effect from April 1, 2026 for the approval of the shareholders of the Company.

The Board of Directors also recommends the Special Resolution as set out under item no. 3 of this Notice relating to the appointment of Ganeshkumar as Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2026 and payment of remuneration to him, for the approval of the shareholders of the Company subject to approval of the Central Government and such other approvals as may be required.

The particulars of Mr Ganeshkumar's appointment as Managing Director, as specified in the resolution together with the accompanying explanatory statement, shall be deemed to constitute a memorandum setting out the terms and conditions of his appointment under Section 190 of the Companies Act, 2013.

As per Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to seek approval of the members for appointment of Mr Ganeshkumar either at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

A statement furnishing the details of Ganeshkumar, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard is enclosed.

Mr Ganeshkumar, subject to necessary approvals, will also be appointed as a Managing Director of wholly owned subsidiary Chemplast Cuddalore Vinyls Limited (CCVL) with effect from April 1, 2026 and he will not draw any remuneration from CCVL.

Mr Ganeshkumar will relinquish his position as CEO and Managing Director of TCI Sanmar by March 31, 2026.

Information required under Clause (iv) of proviso to paragraph (B) of Section II of Part II of Schedule V of the Companies Act, 2013.

I. General Information

(1) Nature of Industry

The Company is a leading Speciality chemicals manufacturer in India with focus on Speciality Paste PVC resin and custom manufacturing of starting materials and intermediates for pharmaceutical, agrochemical and fine chemicals sectors. It is the largest manufacturer of Speciality Paste PVC resin in India. In addition, the Company is also the fourth largest manufacturer of Caustic Soda and the largest manufacturer of Hydrogen Peroxide in South India and the oldest manufacturer of Chloromethanes in India. The Company's wholly owned subsidiary Chemplast Cuddalore Vinyls Limited is engaged in the manufacture and sale of Suspension PVC.

(2) Date or expected date of commencement of commercial production.

The Company/ its predecessors have been in business for over 55 years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable, as the Company is an existing Company.

(4) Financial performance based on given indicators (Standalone):

Particulars	Amount in ₹ Crores		
	March 31, 2025	March 31, 2024	March 31, 2023
Revenue	2387.61	1655.58	2196.67
Profit/ (loss) before Tax	(111.9)	(156.17)	166.69
Profit (loss) after tax	(65.57)	(103.87)	145.57
Paid up share capital	79.06	79.06	79.06
Reserve and Surplus (Other equity)	4117.62	3761.20	3864.66

(5) Foreign investments or collaborations, if any

There is no direct foreign investment in the Company except to the extent shares held by Foreign Portfolio Investors (FPI) acquired through secondary market. There is no foreign collaboration in the Company.



II. Information about the Appointee

(1) Background details

Ganeshkumar is an accomplished business leader with over three decades of experience in general management roles across multiple sectors. Ganeshkumar completed his B.Sc (Electronics Science) from the University of Poona and B. Tech (Automobile Engineering) from Anna University. He has also completed specialised programmes in Advanced Management, Strategic Leadership and M&A from AIMA – Harvard Business School, Cornell University and NUS Singapore.

His experience span across Chemicals and Petrochemicals, Lifestyle (Fabrics, Men's Fashion, Consumer Retail, B2C Marketing), Engineering, Crop Protection, Bio Solutions, Seeds, Fertilisers, Life Sciences & Tractors. His experience spread across various businesses, has exposed him to manage multiple functions including Operations, Sales, Marketing at leading Indian Corporations (Eicher, Raymond) and Multi-National Companies (Monsanto, Cargill/Mosaic, Arysta), in addition to TCI Sanmar. His expertise includes Leadership, Business Strategy & Development, Commercial acumen, Sales and Marketing and General Management & Human Resources.

In the opinion of the Board, he is eminently suited for the position of Managing Director of the Company.

(2) Past remuneration

Details of last drawn remuneration are not applicable, as Mr Ganeshkumar is not an existing employee of the Company.

(3) Job profile and his suitability

Having regard to his experience, expertise and qualification as set hereinabove, in the opinion of the Board, he is eminently suited for the position of Managing Director of the Company.

(4) Remuneration proposed

The proposed remuneration of Mr Ganeshkumar is as set out in the resolution(s) under item No. 3 of the Notice.

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

The remuneration payable to Mr Ganeshkumar is not out of tune with the remuneration in similar sized industries in same segment of business.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any

Other than the proposed remuneration stated above, Mr Ganeshkumar has no other pecuniary relationship directly or indirectly with the Company.

III. Other Information

1. Reasons for loss or inadequate profits

The loss during 2024-25 was primarily driven by higher capital costs, i.e., interest and depreciation costs, which is due to the commissioning of new projects in the specialty segment**. Further, the Paste PVC margins for 2024-25 was continued to be adversely impacted by large-scale dumping from the European Union and Japan.

** New Paste PVC plant in Cuddalore was commissioned in Feb 2024 and phase 2 of MPB 3 of the CMC business was commissioned in Dec 2024.

2. Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms

Preparing for the future, the Company remains focused on enhancing competitiveness, scaling operations, and broadening its product portfolio across key segments. Investments have been directed toward expanding capacity in specialty businesses, notably the CMC segment and Refrigerant Gas (R32).

The Company is securing feedstock through strategic partnerships, including product off-take arrangements, to strengthen supply chain resilience for our Suspension PVC business.

Looking ahead, the Company anticipates an improvement in its financial performance, supported by favourable business conditions. Additionally, the Company expects the Government of India to announce measures to curb dumping, which should help restore pricing and margin stability.

Furthermore, incremental volumes from newly commissioned capacities are expected to contribute significantly to the Company's overall performance.

Interest of Directors

Except Mr Ganeshkumar who is concerned or interested in the Resolutions relating to his appointment, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested in the resolution set out in the Notice. Mr S Ganeshkumar does not hold any share in the Company and is not related to any other Director or key managerial personnel of the Company.

Inspection of Documents

Notice of Candidature under Section 160 of the Companies Act, 2013 received from a member shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company up to the last date of e-voting for this Postal Ballot through remote e-voting process.

Item Nos.4 to 7

Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Dr (Mrs) Lakshmi Vijayakumar and Mr Prasad Raghava Menon were appointed as the Independent Directors of the Company for the first term of 5 (five) years with effect from April 26, 2021 to April 25, 2026. Their term of office is expiring on April 25, 2026.

These Independent Directors are highly renowned professionals drawn from diverse fields and possess the requisite skills and capabilities. Based on performance evaluation of Independent Directors and the professional expertise, experience, contribution and valuable services of the Independent Directors to the Company, the Nomination and Remuneration Committee ("NRC") and the Board are of the view that their re-appointment would be of immense benefit to the Company. Hence, it is proposed to reappoint them as Independent Directors of the Company.

All these Independent Directors fulfil the eligibility criteria for being reappointed for the second term as Independent Directors of the Company.

The Board of Directors as recommended by the Nomination and Remuneration Committee ("NRC"), approved at its meeting held on January 10, 2026, the re-appointment of Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Dr (Mrs) Lakshmi Vijayakumar and Mr Prasad Raghava Menon as Independent Directors of the Company, for the second term of 5 (five) years with effect from April 26, 2026 to April 25, 2031, not liable to retire by rotation, subject to the approval of the shareholders of the Company by way of Special Resolution.

The Company has received the all the statutory disclosures/declarations, including,

- (i) Consent in writing to act as Director in form DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that they are not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that they meet the criteria of independence as provided in Section 149 of the Companies Act, 2013 and SEBI Listing Regulations;
- (iv) Declaration that they have not been debarred from holding office of a Director by virtue of any order passed by the SEBI/Ministry of Corporate Affairs or any other such authority;
- (v) Confirmation that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge duties as an Independent Director of the Company.

The Company has also received the Notices of Candidature under Section 160 of the Companies Act, 2013 from members, proposing the above appointees' office as a Director of the Company.

In the opinion of the Board and based on evaluation, the Independent Directors fulfil the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for their reappointment as an Independent Directors of the Company and they are independent of the Management of the Company.

Remuneration or commission as the case may be, will be paid to the Independent Directors as approved by the Shareholders from time to time.

Brief profile of each of these Independent Directors is given below:



Mr Aditya Jain (DIN: 00835144)

Mr Aditya Jain, 65 years, holds a Bachelor's degree in mechanical engineering from Birla Institute of Technology, Ranchi University, and master's degree in business administration from Henley – The Management College, Brunel University.

Mr Aditya Jain established IMA (International Market Assessment) India, an economic and business research Company in 1994. He continues to serve as its Chairman and Editorial Director. Previously he worked with Lazard, an investment bank, as Vice President and Head of M&A. He has advised Companies on their India strategy; deposed as an expert witness at commercial litigations and given testimony at Parliamentary proceedings. He provides briefings to Company Boards, speaks at emerging market seminars, and has lectured on Business Policy as Adjunct Faculty at the Indian Institute of Foreign Trade and the International Management Institute.

He has over the years authored more than a thousand articles in the domain of economics, politics, international affairs, and business practices. He is the Editor of IMA's quarterly country report and CFO Connect, a monthly magazine for the Finance Function, as well as IMA's principal economic commentator. His writings frequently focus on the economic role of governments.

He is currently on the Boards of Samhi Hotels Limited, International Market Assessment (India) Private Limited, CFO Collective Private Limited and Aravali Forum Research Foundation.

He is also an Independent Director of Chemplast Cuddalore Vinyls Limited, a wholly owned subsidiary Company of Chemplast Sanmar Limited.

He previously served on the Boards of Shriram Transport Finance Company Limited, Mahanagar Telephone Nigam Limited, Engineers India Limited, BMR Advisers, Certification Engineers International Limited and Indosolar Limited.

He is the Chairman of Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee of Chemplast Sanmar Limited.

His expertise includes Finance, Business Strategy & Development, General Management & Human Resources, Economic Affairs and Corporate Governance.

Mr Sanjay Vijay Bhandarkar (DIN: 01260274)

Mr Sanjay Vijay Bhandarkar, 57 years, holds a Bachelors' degree in commerce from University of Pune and has completed postgraduate Diploma in management from XLRI Jamshedpur.

He has over three decades of corporate finance, advisory and investment banking experience. He is an Independent non-executive Director on the Board of three listed Companies i.e., Tata Consultancy Services Limited, The Tata Power Company Limited and HDFC Asset Management Company Limited and on the Board of unlisted Companies i.e., Tata Projects Limited, Newage Power Private Limited and National Investment and Infrastructure Fund Limited as a shareholder Nominee Director.

He is also on the Investment Committee of the South Asia Growth Fund II and III of GEF Capital Partners as an external IC member. He is on the advisory Board of 1Crowd, a seed capital stage online investing platform which has also raised a SEBI approved fund for seed stage investing. He was on the Investment Committee of a SEBI registered seed capital fund called Contrarian Vriddhi as an external IC member. The fund has fully invested in its corpus.

He started his career with ICICI in 1990 and Isec, the joint venture between ICICI and JP Morgan, and then spent two years with Peregrine Capital. He was part of the founding team of Rothschild India in 1998 and played a key role in establishing Rothschild as a well-recognised and respected pure play advisory investment banking firm in India. He led the Rothschild India business from December 2005 to June 2016 when he stepped down from his fulltime role.

His focus at Rothschild was on M&A as well as equity capital market advisory for Indian and international Companies. He led the teams that worked closely with the Government of India on the 3G and BWA spectrum auctions, the first e-auctions done in India, and on the restructuring of the Enron and GE owned Dabhol power project, one of the largest and most complex restructurings to date.

He is the Chairman of Audit Committee and Member of Nomination and Remuneration Committee and Risk Management Committee of Chemplast Sanmar Limited.

His expertise includes Finance including audit and taxation, Business Strategy & Development and Corporate Governance.

Dr (Mrs) Lakshmi Vijayakumar (DIN: 09115998)

Dr (Mrs) Lakshmi Vijayakumar, 70 years, is the founder of SNEHA, an NGO in Chennai for the prevention of suicide. She is the Head, Department of Psychiatry, Voluntary Health Services, Adyar, Chennai. She is a member of the WHO's International Network for Suicide Research and Prevention. She is an Honorary Associate Professor in the University of Melbourne, Australia.

She was the Vice President of the International Association for Suicide Prevention (I.A.S.P.) for four years. She was awarded the Ringel Service award by IASP. She holds a Bachelor's degree in medicine, Bachelor of Surgery from the Madras University and a post graduate diploma in psychological medicine from Thanjavur Medical College, University of Madras. She holds a degree of Doctor of Philosophy (psychiatry of suicide) from the Tamil Nadu Dr. M.G.R. Medical University, Chennai. She is registered as a medical practitioner with the Tamil Nadu Medical Council. She has been conferred the Honorary Fellowship of the Royal College of Psychiatrists and of the Collegium Regium Medicorum Edinburgense.

She was one of the editors of the WHO's report "Preventing Suicide – A global imperative" published in 2014.

She has received numerous awards in India such as For The Sake Of Honour, Bharathi Virudu, Women Doctor of the year, JLF women's award, Excellence in Health Care award from the HINDU, World of women 2023 etc. She has actively worked on policies for decriminalisation of suicide, media guidelines for reporting of suicide and developing a national suicide prevention strategy for India.

She has published widely in peer reviewed journals and has authored several chapters. She is a reviewer for numerous journals and has edited two books.

She is an Independent Director of Chemplast Cuddalore Vinyls Limited, a wholly owned subsidiary of Chemplast Sanmar Limited. She is also a member of Corporate Social Responsibility Committee of Chemplast Sanmar Limited and its wholly owned subsidiary Chemplast Cuddalore Vinyls Limited.

Her expertise includes General Management, Human Resources and Corporate Governance.

Dr (Mrs) Lakshmi Vijayakumar will be attaining the age of 75 years during the tenure of this reappointment. Considering her expertise and competencies in the areas of General Management, Human Resources and Corporate Governance, being in line with the requisite skill set identified by the Board, your Board of Directors is of the view that her reappointment for the second term as Independent Director will be highly beneficial to the Company. This reappointment also is in compliance with the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 with respect to seeking consent of the shareholders by way of a Special Resolution for the continuation of her Directorship when she attains the age of seventy-five years.

Mr Prasad Raghava Menon (DIN: 00005078)

Mr Prasad Raghava Menon, 80 years, holds a B. Tech in Chemical Engineering from Indian Institute of Technology, Kharagpur.

He has over 50 (fifty) years of diverse experience in some of the premier multinational and Indian Companies, across the Chemical and Power industries. He started his career with the ICI (India) Ltd and served for over 20 years, followed by Nagarjuna Fertilisers. He joined the Tata Group in the year 2000 and served as Managing Director of Tata Chemicals and thereafter of Tata Power.

He served as a non-executive non-Independent Director on a number of Tata Companies including Tata Industries, Tata Chemicals, TRF Ltd and as Chairman of Tata Projects, Tata consulting Engineers and Tata-Sia Airlines (Vistara). He was also an Independent Director on the Board of Axis Bank, SKF Ltd, Singapore Tourism Board and Dr Reddys Labs.

He is currently Independent Director of other listed Companies i.e., Neuland Laboratories Ltd and Data Patterns India Ltd.

He has been actively involved in various Advisory Boards in the areas of Academics, climate change and wildlife conservation such as Advisory Council of IITB-Monash Research Academy; Grantham Institute in London and the Wildlife Trust of India.

He continues to serve on the Governing Council of the Centre for Environment Education (CEE) and the Advisory Board of Kaivalyadhama Yoga Institute.

He is a member of the Audit Committee of Chemplast Sanmar Limited.

His expertise includes Business Strategy & Development and Finance including taxation, General Management, Human Resources and Corporate Governance.

Considering his rich and diverse experience over 50 (fifty) years and vast knowledge that Mr Prasad Raghava Menon possesses as a renowned business leader, and his expertise and competencies in the areas of manufacturing, strategy, finance, corporate governance, safety, environment and management, being in line with the requisite skill set identified by the Board, your Board of Directors is of the view that his reappointment for the second term as Independent Director will be highly beneficial to the Company. This reappointment also is in compliance with the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 with respect to seeking consent of the shareholders by way of a Special Resolution for the continuation of his Directorship who has attained the age of seventy-five years.



Pursuant to Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to seek approval of the members for the re-appointment of above Independent Directors either at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier.

A statement furnishing the Details of Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Dr (Mrs) Lakshmi Vijayakumar and Mr Prasad Raghava Menon, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard is also enclosed.

The Board of Directors recommends the Special Resolutions as mentioned in Item Nos.4 to 7 of this Notice for approval by the shareholders of the Company.

Interest of Directors

Except Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Dr (Mrs) Lakshmi Vijayakumar and Mr Prasad Raghava Menon, who are concerned or interested in the Resolutions relating to their appointment, none of

the other Directors and Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested in the resolutions set out in the Item Nos.4 to 7 of this Notice.

Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Dr (Mrs) Lakshmi Vijayakumar and Mr Prasad Raghava Menon, are not related to any Director or Key Managerial Personnel of the Company.

Inspection of Documents

Notice of Candidature under Section 160 of the Companies Act, 2013 received from members and the letters of the re-appointment setting out the terms and conditions of the re-appointment of Mr Aditya Jain, Mr Sanjay Vijay Bhandarkar, Dr (Mrs) Lakshmi Vijayakumar and Mr Prasad Raghava Menon as Independent Directors of the Company shall be open for inspection by the members at the Registered Office of the Company during normal business hours on all the working days of the Company upto the last date of e-voting for this Postal Ballot through remote e-voting process.

Particulars of the Directors seeking appointment /re-appointment, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard.

Item No.1

Re-appointment – Mr Ramkumar Shankar

Name	Ramkumar Shankar
DIN	00018391
Date of Birth	March 23, 1967
Age	58 years
Qualifications	Chartered Accountant, Cost Accountant and Advanced Management Programme from Indian School of Business
Date of appointment/ Re-appointment by the shareholders	March 24, 2021
Date of first appointment on the Board	January 31, 2021
Expertise in specific functional areas	His expertise includes Business strategy & Development, Commercial acumen, Finance, Sales and Marketing and General Management.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Appointment as Managing Director of the Company for a period of 2 (two) months with effect from February 1, 2026. Remuneration to be paid as detailed in the resolution no.1 of this notice. Remuneration last drawn for the financial year 2024-25 is ₹ 462.62 Lakhs
Directorship held in other Boards	Managing Director of Chemplast Cuddalore Vinyls Limited – wholly owned subsidiary of Chemplast Sanmar Limited.
Membership / Chairmanship of Committees in other Companies	Chemplast Cuddalore Vinyls Limited 1. Corporate Social Responsibility Committee – Member 2. Committee of Directors – Chairman
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	3449
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: 9 out of 9 Meetings 2025-26: 6 out of 6 Meetings

Item Nos.2&3**Appointment – Mr S Ganeshkumar**

Name	S Ganeshkumar
DIN	00088163
Date of Birth	October 25, 1968
Age	57 years
Qualifications	B.Sc (Electronics Science) from the University of Poona and B. Tech (Automobile Engineering) from Anna University. He has completed specialised programmes in Advanced Management, Strategic Leadership and M&A from AIMA – Harvard Business School, Cornell University and NUS Singapore.
Date of appointment/ Re-appointment by the shareholders	Not Applicable
Date of first appointment on the Board	Date of appointment by the Board: January 10, 2026 Effective date of appointment: April 1, 2026
Expertise in specific functional areas	His experience span across Chemicals & Petrochemicals, Lifestyle (Fabrics, Men's Fashion, Consumer Retail, B2C Marketing), Engineering, Crop Protection, Bio Solutions, Seeds, Fertilisers, Life Sciences & Tractors. His experience spread across various businesses, has exposed him to manage multiple functions including Operations, Sales, Marketing at leading Indian Corporations (Eicher, Raymond) and Multi-National Companies (Monsanto, Cargill/ Mosaic, Arysta), in addition to TCI Sanmar. His expertise includes Leadership, Business Strategy & Development, Commercial acumen, Sales and Marketing and General Management & Human Resources. For a detailed information, please see the explanatory statement annexed to this Notice.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Appointment as Managing Director of the Company for a period of 3 (three) years with effect from April 1, 2026. Remuneration to be paid as detailed in the resolution no.3 of this notice. Details of last drawn remuneration is not applicable, as Mr Ganeshkumar is not an existing employee of the Company.
Directorship held in other Boards	TCI Sanmar Chemicals SAE, Egypt
Membership / Chairmanship of Committees in other Companies	Nil
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	Not Applicable

Item No.4**Re-appointment – Mr Aditya Jain**

Name	Aditya Jain
DIN	00835144
Date of Birth	October 27,1960
Age	65 years
Qualifications	Mechanical Engineering from the Birla Institute of Technology, Mesra, India and a Master's degree in Business administration from the Henley Business School, UK.
Date of appointment/ Re-appointment by the shareholders	April 27, 2021



Date of first appointment on the Board	April 26, 2021
Expertise in specific functional areas	Finance, Business Strategy & Development, General Management & Human Resources, Economic Affairs and Corporate Governance For a detailed information, please see the explanatory statement annexed to this notice.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Reappointment as an Independent Director of the Company for the second term of 5 consecutive years with effect from April 26, 2026 not liable to retire by rotation. Remuneration or commission as the case may be, to be paid as approved by the Shareholders from time to time. <u>Remuneration and sitting fees last drawn:</u> Sitting fees for the FY 2024-25 : ₹ 5.75 Lakhs Remuneration for the FY 2024-25: ₹ 8 Lakhs
Directorship held in other Boards	1. Chemplast Cuddalore Vinyls Limited 2. Samhi Hotels Limited 3. International Market Assessment (India) Private Limited 4. CFO Collective Private Limited 5. Aravali Forum Research Foundation
Membership / Chairmanship of Committees in other Companies	Chemplast Sanmar Limited Nomination and Remuneration Committee – Chairman Stakeholders Relationship Committee – Chairman Risk Management Committee – Chairman Samhi Hotels Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Member
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: 8 out of 9 Meetings 2025-26: 6 out of 6 Meetings

Item No.5

Re-appointment – Mr Sanjay Vijay Bhandarkar

Name	Mr Sanjay Vijay Bhandarkar
DIN	01260274
Date of Birth	March 26, 1968
Age	57 years
Qualifications	Postgraduate Diploma in management from XLRI Jamshedpur
Date of appointment/ Re-appointment by the shareholders	April 27, 2021
Date of first appointment on the Board	April 26, 2021
Expertise in specific functional areas	Finance including audit and taxation, Business Strategy & Development & Corporate Governance For a detailed information, please see the explanatory statement annexed to this Notice.

Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	<p>Reappointment as an Independent Director of the Company for the second term of 5 consecutive years with effect from April 26, 2026, not liable to retire by rotation.</p> <p>Remuneration or commission as the case may be, to be paid as approved by the Shareholders from time to time.</p> <p><u>Remuneration and sitting fees last drawn:</u> Sitting fees for the FY 2024-25 : ₹ 7.75 Lakhs Remuneration for the FY 2024-25 : ₹ 8 Lakhs</p>
Directorship held in other Boards	<ol style="list-style-type: none"> 1. Tata Consultancy Services Limited 2. The Tata Power Company Limited 3. HDFC Asset Management Company Limited 4. Tata Projects Limited 5. National Investment and Infrastructure Fund Limited 6. Newage Power Private limited
Membership / Chairmanship of Committees in other Companies	<p>Tata Consultancy Services Limited Audit Committee – Member Nomination and Remuneration Committee – Member Corporate Social Responsibility Committee – Member</p> <p>The Tata Power Company Limited Audit Committee – Member Nomination and Remuneration Committee – Chairman Risk Management Committee – Member Committee of Directors – Chairman Stakeholders Relationship Committee- Chairman</p> <p>HDFC Asset Management Company Limited Audit Committee – Member Risk Management Committee – Member Unitholder Protection & Stakeholder Relationship Committee – Chairman Share Allotment Committee – Member CSR & ESG committee – Member</p> <p>National Investment and Infrastructure Fund Limited Nomination and Remuneration Committee – Member Key Management Personnel Committee – Member Corporate Social Responsibility Committee – Member</p> <p>Tata Projects Limited Audit Committee – Chairman Risk Management Committee – Chairman Nomination and Remuneration Committee- Member CSR and ESG Committee – Member Securities Allotment Committee – Member Project Review Committee – Chairman</p>
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: 9 out of 9 Meetings 2025-26: 6 out of 6 Meetings



Item No.6

Re-appointment – Dr (Mrs) Lakshmi Vijayakumar

Name	Dr (Mrs) Lakshmi Vijayakumar
DIN	09115998
Date of Birth	March 20,1955
Age	70 years
Qualifications	MBBS, DPM, PhD, FRCP (Edin), FRCPsych (Hon)
Date of appointment/ Re-appointment by the shareholders	April 27, 2021
Date of first appointment on the Board	April 26, 2021
Expertise in specific functional areas	General Management, Human Resources and Corporate Governance. For a detailed information, please see the explanatory statement annexed to this Notice.
Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	Reappointment as an Independent Director of the Company for the second term of 5 consecutive years with effect from April 26, 2026, not liable to retire by rotation. Remuneration or commission as the case may be, to be paid as approved by the Shareholders from time to time. <u>Remuneration and sitting fees last drawn:</u> Sitting fees for the FY 2024-25 : ₹ 5 Lakhs Remuneration for the FY 2024-25: ₹ 8 Lakhs
Directorship held in other Boards	Chemplast Cuddalore Vinyls Limited
Membership / Chairmanship of Committees in other Companies	Chemplast Cuddalore Vinyls Limited Corporate Social Responsibility Committee – Member
Listed entities from which he has resigned in the past three years	Nil
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: 9 out of 9 Meetings 2025-26: 6 out of 6 Meetings

Item No.7

Re-appointment – Mr Prasad Raghava Menon

Name	Prasad Raghava Menon
DIN	00005078
Date of Birth	January 03,1946
Age	80 years
Qualifications	B. Tech in Chemical Engineering from IIT, Kharagpur.
Date of appointment/ Re-appointment by the shareholders	April 27, 2021
Date of first appointment on the Board	April 26, 2021
Expertise in specific functional areas	Business Strategy & Development and Finance including taxation, General Management, Human Resources and Corporate Governance For a detailed information, please see the explanatory statement annexed to this Notice.

Terms & conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn.	<p>Reappointment as an Independent Director of the Company for the second term of 5 consecutive years with effect from April 26, 2026, not liable to retire by rotation.</p> <p>Remuneration or commission as the case may be, to be paid as approved by the Shareholders from time to time.</p> <p><u>Remuneration and sitting fees last drawn:</u> Sitting fees for the FY 2024-25 : ₹ 5.75 Lakhs Remuneration for the FY 2024-25 : ₹ 8 Lakhs</p>
Directorship held in other Boards	<ol style="list-style-type: none"> 1. Neuland Laboratories Ltd 2. Data Patterns (India) Limited
Membership / Chairmanship of Committees in other Companies	<p>Neuland Laboratories Ltd</p> <p>Corporate Social Responsibility Committee - Chairman Risk and Sustainability Committee - Chairman Nomination and Remuneration Committee Member Audit Committee Member</p> <p>Data Patterns (India) Limited</p> <p>Audit Committee - Member Nomination and Remuneration Committee- Chairman Technology Committee - Member</p>
Listed entities from which he has resigned in the past three years	Dr. Reddy's Laboratories Limited
Number of shares held in the Company, including shareholding as a beneficial owner	Nil
Disclosure of relationship	Not related to any Director or Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	2024-25: 8 out of 9 Meetings 2025-26: 6 out of 6 Meetings