



RESPONSIBLE CARE®
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DNL/140/NSE/1574/2025
April 25, 2025

Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, C- 1, Block G,
Bandra Kurla Complex,
Bandra (East)
MUMBAI - 400 051

Dear Sir,

Stock Symbol : DEEPAKNTR

Sub: Postal Ballot Notice

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot with Explanatory Statement dated 9th April, 2025 ('Notice') seeking approval of the Members of the Company for the Special Resolutions as mentioned in the Notice.

The Notice is being sent electronically to all the Members of the Company, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited ('Depositories') and whose email addresses are registered with the Company/ Depositories / Registrar & Share Transfer Agents of the Company ('RTA') as on Monday, 21st April, 2025.

The e-Voting will commence on Saturday, 26th April, 2025 at 9:00 A.M. (IST) and end on Sunday, 25th May, 2025 at 5:00 P.M.(IST).

A copy of the Notice is also available on the website of the Company at www.godeepak.com.

You are requested to kindly take the same on your record.

Thanking You,

Yours faithfully
For **DEEPAK NITRITE LIMITED**

ARVIND BAJPAI
Company Secretary



Encl: as above

DEEPAK NITRITE LIMITED

CIN: L24110GJ1970PLC001735

Registered & Corporate Office:

2nd Floor, Fermenter House, Alembic City, Alembic Avenue Road, Vadodara – 390 003, Gujarat, India.

Tel: +91 265 276 5200/276 5500

Investor Relations Contact: investor@godeepak.com

www.godeepak.com



DEEPAK NITRITE LIMITED

Registered and Corporate Office: 2nd Floor, Fermenter House, Alembic City, Alembic Avenue Road,
Vadodara - 390003

Phone: +91-265-2765200; Fax: +91-265-2765344

Email: investor@godeepak.com Website: www.godeepak.com; CIN: L24110GJ1970PLC001735

POSTAL BALLOT NOTICE

NOTICE TO MEMBERS PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013.

Dear Members,

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 as amended, (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), (including any statutory modification or re-enactment thereof for the time being in force), read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") read with Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs ("MCA Circulars"), that the Resolutions as set out in this Notice are proposed to be passed by way of Postal Ballot only through electronic means ("e-Voting").

Accordingly, Resolutions proposed to be passed through e-Voting, together with Explanatory Statement setting out the material facts and reasons therefor, are being sent to you for your consideration.

In compliance with the MCA Circulars and pursuant to other applicable laws and Regulations, this Postal Ballot Notice ("Notice") is being sent only in electronic form to those Members whose e-mail addresses are registered with Deepak Nitrite Limited ("Company") / National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (collectively referred to as "Depositories") / Registrar and Share Transfer Agents ("RTA"), as on 21st April, 2025, to enable them to cast their votes electronically. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for e-Voting are appended to this Notice.

The Company has engaged NSDL as the agency to provide e-Voting facility.

The Notice will be placed on the website of the Company at www.godeepak.com, the website of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com, National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

In accordance with the provisions of the MCA Circulars, Members can vote only through e-Voting process. Members are requested to read the instructions in the Notes forming part of this Notice to cast their votes electronically through the e-Voting process, which commences from 26th April, 2025 at 9.00 a.m. (IST) and concludes on 25th May, 2025 at 5:00 p.m. (IST). The e-Voting will be disabled by NSDL thereafter.



The Board of Directors of the Company has appointed Shri Dinesh Joshi (ICSI Membership Number: FCS 3752; CP Number: 2246), Designated Partner of M/s. KANJ & Co., LLP, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through e-Voting process in a fair and transparent manner.

The Scrutinizer, after completion of the scrutiny of votes cast through e-Voting, will submit his report to the Chairman of the Company or any person authorised by him in writing. The results of the Postal Ballot will be announced by the Chairman of the Company or by the person authorised by the Chairman, on or before 27th May, 2025 at the Registered Office of the Company. The results of Postal Ballot along with Scrutinizer's Report will be placed on the Company's website at www.godeepak.com and will also be communicated to BSE (www.bseindia.com), NSE (www.nseindia.com) and NSDL (www.evoting.nsdl.com) for publishing on their respective websites.

The Company seeks approval of the Members, for the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF DR. ARVIND NATH AGRAWAL (DIN: 00193566) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 3 (THREE) CONSECUTIVE YEARS WITH EFFECT FROM 28TH JUNE, 2025.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Arvind Nath Agrawal (DIN:00193566), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from 28th June, 2025 till 27th June, 2028.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations and applicable provisions, if any, of the Act and the Rules framed thereunder, consent of the Members be and is also hereby accorded to Dr. Arvind Nath Agrawal to continue to hold office of Independent Director of the Company beyond the age of seventy five (75) years.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may deem necessary and expedient to give effect to this Resolution.”

ITEM NO. 2

APPOINTMENT OF MS. BHUMIKA BATRA (DIN: 03502004) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF THREE (3) CONSECUTIVE YEARS WITH EFFECT FROM 28TH JUNE, 2025.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)



Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Bhumika Batra (DIN: 03502004), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from 28th June, 2025 till 27th June, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may deem necessary and expedient to give effect to this Resolution."

ITEM NO. 3

APPOINTMENT OF SHRI MAHESH RAMCHAND CHHABRIA (DIN: 00166049) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF THREE (3) CONSECUTIVE YEARS WITH EFFECT FROM 28TH JUNE, 2025.

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Mahesh Ramchand Chhabria (DIN: 00166049), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) consecutive years with effect from 28th June, 2025 till 27th June, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may deem necessary and expedient to give effect to this Resolution."

ITEM NO. 4

RE-APPOINTMENT OF SHRI PUNIT LALBHAI (DIN: 05125502) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF THREE (3) CONSECUTIVE YEARS WITH EFFECT FROM 8TH AUGUST, 2025.

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

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Punit Lalbhai (DIN: 05125502), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of three (3) consecutive years with effect from 8th August, 2025 till 7th August, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may deem necessary and expedient to give effect to this Resolution."



ITEM NO. 5

RE-APPOINTMENT OF SHRI VIPUL SHAH (DIN:00174680) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF THREE (3) CONSECUTIVE YEARS WITH EFFECT FROM 8TH AUGUST, 2025.

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

“RESOLVED THAT pursuant to provisions of Sections 149, 152 and any applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17, 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Vipul Shah (DIN: 00174680), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of three (3) consecutive years with effect from 8th August, 2025 till 7th August, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds and things as it may deem necessary and expedient to give effect to this Resolution.”

Date: 9th April, 2025

Place: Vadodara

By Order of the Board of Directors
For **DEEPAK NITRITE LIMITED**

Sd/-

ARVIND BAJPAI

Company Secretary

Membership No.: F6713

DEEPAK NITRITE LIMITED

Regd. Office:

2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,

Phone: +91-265-2765200;

Fax: +91-265-2765344

Email:investor@godeepak.com

Website: www.godeepak.com;

CIN: L24110GJ1970PLC001735

NOTES:

- (1) The Explanatory Statement pursuant to Section 102 of the Act stating all material facts and reasons in respect to the proposed Special Business is annexed hereto. Notice of Postal Ballot shall also be available on the website of the Company at www.godeepak.com under Investors section.
- (2) In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, on **21st April, 2025** and who have registered their e-mail addresses with the Company or with the Depositories or with the RTA. Physical copy of this Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members, in compliance with MCA Circulars. Members whose e-mail addresses are not registered with the Company or Depositories or RTA, are requested to refer the procedure provided in the Notes forming part of this Notice to register their e-mail address and for procuring user id and password for e-Voting on the Resolutions set out in this Notice.

Further, Members can vote on the Special Resolutions only through electronic means. The e-Voting will commence at **9.00 a.m. (IST)** on **26th April, 2025** and will end at **5.00 p.m. (IST)** on **25th May**,



2025 after which e-Voting will be blocked by NSDL. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

- (3) Voting rights will be reckoned on the number of shares registered in the names of the Members as on **21st April, 2025** (“cut-off date”). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes. A person who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purpose only.
- (4) The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-Voting i.e. **25th May, 2025**.
- (5) The documents referred to in the Notice and Explanatory Statement shall be available for inspection electronically on any working day (excluding Saturdays and Sundays) during normal working hours upto **25th May, 2025**. Members desirous of inspecting the said documents may send their requests to **investor@godeepak.com** from their registered email addresses mentioning their names, folio numbers/DP ID and Client ID until the last date of e-Voting.

The procedure with respect to e-Voting is provided below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to

	<p>NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="708 488 1212 792" style="text-align: center;"> <p>NSDL Mobile App is available on</p> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the e-Voting period.</p>

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



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

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

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

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?



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

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dinesh.joshi@kanjcs.com with a copy marked to evoting@nsdl.com Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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

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

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 9th April, 2025 considered the appointment of Dr. Arvind Nath Agrawal (DIN: 00193566) as an Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Dr. Arvind Nath Agrawal, the Board was of the opinion that the association of Dr. Arvind Nath Agrawal would be beneficial to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Dr. Arvind Nath Agrawal as an Independent Director for a term of three (3) consecutive years with effect from 28th June, 2025 till 27th June, 2028.

Dr. Arvind Nath Agrawal has consented to act as director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

The Company has also received a declaration from Dr. Arvind Nath Agrawal to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing, from a member of the Company under Section 160 of the Act, proposing candidature of Dr. Arvind Nath Agrawal as a Director of the Company.

In terms of Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75)



years unless a special resolution is passed to that effect. Dr. Arvind Nath Agrawal shall attain the age of seventy five (75) years during the currency of his proposed tenure as an Independent Director, hence the approval of the Members is also being sought for the continuation of his directorship in the Company beyond the age of seventy five (75) years.

The Board of Directors is of the view that Dr. Arvind Nath Agrawal, with his impeccable academic records as well as his vast professional experience spanning over 5 decades in the field of HR and leadership development, brings immense value to the Company. Further, in view of various expansion projects underway, through wholly owned subsidiaries of the Company, which are scheduled for completion in a couple of years, Dr. Agrawal's presence on the Board of the Company, shall be of a great advantage for the Company in navigating challenges related to leadership development, employee retention and succession planning of key positions of the Company and across the Group.

In the opinion of the Board, Dr. Arvind Nath Agrawal fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Dr. Arvind Nath Agrawal does not hold by himself or through any other person, on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) is provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Dr. Arvind Nath Agrawal setting out the terms and conditions of his appointment is available for inspection as per the procedure provided in Note no. 5 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out at Item No. 1 of the accompanying Notice.

The Board recommend the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Item No.2

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 9th April, 2025 considered the appointment of Ms. Bhumika Batra (DIN: 03502004) as an Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Ms. Bhumika Batra, the Board was of the opinion that the association of Ms. Bhumika Batra would be beneficial to the Company and it is desirable to avail her services as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Ms. Bhumika Batra as an Independent Director for a term of three (3) consecutive years with effect from 28th June, 2025 till 27th June, 2028.

Ms. Bhumika Batra has consented to act as director of the Company and has provided a declaration that she is not disqualified to be appointed as a Director of the Company.

The Company has also received a declaration from Ms. Bhumika Batra to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). As required under Regulation 25(8) of Listing Regulations, She has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



The Company has received a notice in writing, from a member of the Company under Section 160 of the Act, proposing candidature of Ms. Bhumika Batra as a Director of the Company.

In the opinion of the Board, Ms. Batra fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Ms. Batra does not hold by herself or through any other person, on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) is provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Ms. Bhumika Batra setting out the terms and conditions of her appointment is available for inspection as per the procedure provided in Note no. 5 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out at Item No. 2 of the accompanying Notice.

The Board recommend the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Item No.3

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 9th April, 2025 considered the appointment of Shri Mahesh Ramchand Chhabria (DIN: 00166049) as an Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Shri Mahesh Chhabria, the Board was of the opinion that the association of Shri Mahesh Chhabria would be beneficial to the Company and it is desirable to avail his services as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Shri Mahesh Chhabria as an Independent Director for a term of three (3) consecutive years with effect from 28th June, 2025 till 27th June, 2028.

Shri Mahesh Chhabria has consented to act as director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

The Company has also received a declaration from Shri Mahesh Chhabria to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 ("the Act") and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). He has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice in writing, from a member of the Company under Section 160 of the Act, proposing candidature of Shri Mahesh Ramchand Chhabria as a Director of the Company.

In the opinion of the Board, Shri Mahesh Chhabria fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Shri Mahesh Chhabria does not hold by himself or through any other person, on a beneficial basis, any shares in the Company.



The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) is provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Shri Mahesh Chhabria setting out the terms and conditions of his appointment is available for inspection as per the procedure provided in Note no. 5 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out at Item No. 3 of the accompanying Notice.

The Board recommend the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Item No. 4

Pursuant to the requirement of Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Shri Punit Lalbhai (DIN: 05125502) was appointed as an Independent Director with effect from 8th August, 2022 for a term of three (3) consecutive years. Accordingly, the first term of Shri Punit Lalbhai as an Independent Director is upto 7th August, 2025.

Shri Punit Lalbhai is the Chairman of Sustainability Committee and member of the Corporate Social Responsibility Committee, Stakeholder’s Relationship & Investors Grievance Committee and Project Committee of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years and may be re-appointed for second term upto five (5) consecutive years, with the approval of Members of the Company by way of a Special Resolution.

The Board of Directors of the Company, at its meeting held on 9th April, 2025, upon recommendation of the Nomination and Remuneration Committee and based on evaluation of performance of Shri Punit Lalbhai, which was completely satisfactory, were of the view that given his background and experience and contributions made by him during his tenure, his continued association would be beneficial to the Company and it is desirable to re-appoint Shri Punit Lalbhai as an Independent Director for second term of three (3) consecutive years with effect from 8th August, 2025 till 7th August, 2028. As required under Regulation 25(8) of Listing Regulations, Shri Punit Lalbhai has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Shri Punit Lalbhai has consented to act as a director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director and he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The Company has received a notice in writing, from a member of the Company under Section 160 of the Act, proposing candidature of Shri Punit Lalbhai as a Director of the Company.

In the opinion of the Board of Directors of the Company, Shri Punit Lalbhai fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.



Shri Punit Lalbhai does not hold by himself or through any other person, on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) is provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Shri Punit Lalbhai, setting out the terms and conditions of his re-appointment is available for inspection as per the procedure provided in Note no. 5 of this Notice. The terms and conditions of re-appointment are also uploaded on the website of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Shri Punit Lalbhai, is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out at Item No. 4 of the accompanying Notice.

The Board recommend the Special Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members of the Company

Item No. 5

Pursuant to the requirement of Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Shri Vipul Shah (DIN: 00174680) was appointed as an Independent Director with effect from 8th August, 2022 for a term of three (3) consecutive years. Accordingly, the first term of Shri Vipul Shah as an Independent Director is upto 7th August, 2025.

Shri Vipul Shah is a member of the Audit Committee, Risk Management Committee, Project Committee and Sustainability Committee of the Company.

As per Section 149(10) of the Act, an Independent Director can hold office for a term upto five (5) consecutive years and may be re-appointed for another term upto five (5) consecutive years, with the approval Members of the Company by way of Special Resolution.

The Board of Directors of the Company, at its meeting held on 9th April, 2025, upon recommendation of Nomination and Remuneration Committee and based on evaluation of performance of Shri Vipul Shah, which was completely satisfactory, was of the view that given her background and experience and contributions made by her during his tenure, the association of Shri Vipul Shah would be beneficial to the Company and it is desirable to re-appoint Shri Vipul Shah as an Independent Director for another term of three (3) consecutive years with effect from 8th August, 2025 till 7th August, 2028. As required under Regulation 25(8) of Listing Regulations, Shri Vipul Shah has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Shri Vipul Shah has consented to act as director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of and she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

The Company has received a notice in writing, from a member of the Company under Section 160 of the Act, proposing candidature of Shri Vipul Shah as a Director of the Company.

In the opinion of the Board of Directors of the Company, Shri Vipul Shah fulfils the conditions for appointment of Independent Director as specified in the Act and the Listing Regulations and is independent of the management.



Shri Vipul Shah does not hold by himself or through any other person, on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by Institute of Company Secretaries of India is provided in Annexure – I to this Notice.

A copy of the draft letter of appointment of Shri Vipul Shah setting out the terms and conditions of his re-appointment is available for inspection as per the procedure provided in Note no. 5 of this Notice. The terms and conditions of re-appointment are also uploaded on the website of the Company.

None of the Directors and Key Managerial Personnel of the Company except Shri Vipul Shah or their relatives is directly or indirectly, financially or otherwise, concerned or interested in the Special Resolution set out at Item No. 5 of the accompanying Notice.

The Board recommend the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Date: 9th April, 2025
Place: Vadodara

By Order of the Board of Directors
For **DEEPAK NITRITE LIMITED**

DEEPAK NITRITE LIMITED

Regd. Office:
2nd Floor, Fermenter House,
Alembic City, Alembic Avenue Road,
Vadodara - 390003
Phone: +91-265-2765200;
Fax: +91-265-2765344
Email: investor@godeepak.com
Website: www.godeepak.com;
CIN: L24110GJ1970PLC001735

Sd/-
ARVIND BAJPAI
Company Secretary
Membership No.: F6713



Annexure – I to the Notice

Details of the Directors seeking appointment / re-appointment:

Name of Director	Dr. Arvind Nath Agrawal
DIN	00193566
Date of Birth	30/09/1950
Age	74 Years
Brief Resume covering Expertise in specific functional areas and Experience	<p>Dr. Arvind Nath Agrawal has done B. Sc. Hons. (Maths) from The Indian Institute of Technology, Kharagpur, West Bengal, India. He has completed Postgraduate in Business Administration from The Indian Institute of Management Ahmedabad, Gujarat, India and has also done Ph.D from School of Management, Indian Institute of Technology, Bombay, Maharashtra, India.</p> <p>He is a Master Certified Coach (MCC) accredited by the International Coach Federation (ICF). He holds the Team Coaching Global Certificate from Team Coaching Global Alliance and Emotional Intelligence EQ-i & EQ 360; Enneagram.</p> <p>Dr. Agrawal is a Managing Partner of Lead Associates. He is an executive coach and a leadership consultant with over 50 years of corporate experience in senior leadership positions in leading organizations.</p> <p>He was awarded the National HRD Award in 1992. He served as the National President of the National HRD Network during the years 2000 – 2002 and also received the Lifetime Achievement Award from Business World, HR Excellence Summit and Awards, 2021.</p> <p>He has co-authored with Prof. TV Rao, “Leaders in the Making – Crucibles of Change- Makers in HR” sharing highlights of the development journey of 30 HR legends and learnings from their lives—published by Penguin Random House in August 2022. He has served as an Independent Director of Zensar Technologies Limited.</p>
Qualifications	B.Sc. Hons. (Maths) from The Indian Institute of Technology, Kharagpur, West Bengal, Postgraduate in Business Administration from The Indian Institute of Management Ahmedabad, Gujarat, Ph.D from School of Management, Indian Institute of Technology, Bombay, Maharashtra.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company’s business which are enclosed herewith as Annexure-II.</p> <p>Dr. Arvind Nath Agrawal meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills.</p>
Directorships held in Companies	Nil
Membership / Chairmanship of Committees of Public Companies	Nil



Names of Listed entities from where resigned in past 3 years	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the Financial Year 2024-25.	Nil
Terms and Conditions of appointment / re-appointment	As per draft letter of appointment of Dr. Arvind Nath Agrawal.
Details of remuneration sought to be paid	<ul style="list-style-type: none">• Sitting fees for attending Board and Committee Meetings, if any, where he is a member.• Commission, as determined by the Board of Directors.
Date of first appointment on the Board	28 th June, 2025
The number of Meetings of the Board attended during the Financial Year 2024-25/during the tenure of their appointment	NA



Name of Director	Ms. Bhumika Batra
DIN	03502004
Date of Birth	11/08/1981
Age	43 Years
Brief Resume covering Expertise in specific functional areas and Experience	<p>Ms. Bhumika Batra is a Partner of Crawford Bayley & Co., one of the oldest law firms in India, and has a rich experience of 20 years in the regulatory and legal field.</p> <p>She is qualified Company Secretary and has done Master's in Law. She is a qualified scholar and a member of the Bar Council of Maharashtra and Goa. In addition, she has also done the Executive Program in Management from Cornell University, USA.</p> <p>Ms. Batra serves as an Independent Director on the boards of listed entities; Jyothy Labs Limited, Hinduja Global Solutions Limited, Repro India Limited, Sudarshan Chemical Industries Limited.</p> <p>She is a regular feature writer in India Business Law Journal. She has also contributed to various other writings like Company Law Ready Reckoner, Transfer and Transmission of Shares – A treatise, Asia Business Law Journal, etc. She co-authored the book "Treatise on Company Law" in 2014.</p>
Qualifications	Qualified Company Secretary and Master's in Law, a member of the Bar Council of Maharashtra and Goa. She has also done Executive Program in Management from Cornell University, USA.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-II.</p> <p>Ms. Bhumika Batra meets with various requirements such as Industry Knowledge, Behavioral skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Corporate Governance, Administration, Financial and Management Skills, Legal Expertise, Decision making Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.</p>
Directorships held in Companies	<p>Listed Company</p> <ol style="list-style-type: none"> 1. Sudarshan Chemical Industries Limited 2. Hinduja Global Solutions Limited 3. Jyothy Labs Limited 4. Repro India Limited <p>Unlisted Company</p> <ol style="list-style-type: none"> 1. Aakash Educational Services Limited 2. Reliance Nippon Life Insurance Company Limited 3. Axis Securities Limited 4. Hinduja Housing Finance Limited 5. Reliance Capital Limited 5. BEHR BIRCHER Cellpack BBC India Private Limited 6. Oerlikon Textile India Private Limited



<p>Membership / Chairmanship of Committees of Public Companies</p>	<p>Sudarshan Chemical Industries Limited</p> <p>Audit Committee – Member Nomination and Remuneration Committee – Member Stakeholders Relationship Committee – Chairperson</p> <p>Jyothy Labs Limited</p> <p>Audit Committee - Chairperson Nomination and Remuneration Committee - Chairperson Corporate Social Responsibility Committee – Chairperson</p> <p>Axis Securities Limited</p> <p>Audit Committee - Member Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee – Member</p> <p>Hinduja Global Solutions Limited</p> <p>Audit Committee - Member Nomination and Remuneration Committee - Member Stakeholders’ Relationship Committee – Chairperson</p> <p>Repro India Limited</p> <p>Nomination and Remuneration Committee - Chairperson Stakeholders’ Relationship Committee – Chairperson</p> <p>Reliance Nippon Life Insurance Company Limited</p> <p>Nomination and Remuneration Committee - Member Stakeholders’ Relationship Committee - Member Corporate Social Responsibility Committee - Member</p>
<p>Names of Listed entities from where resigned in past 3 years</p>	<p>Sanghvi Motors Limited Sanathan Textile Limited</p>
<p>Shareholding in the Company including shareholding as a beneficial owner</p>	<p>Nil</p>
<p>Disclosure of relationships between directors inter-se.</p>	<p>Not related to any of the Directors or Key Managerial Personnel of the Company.</p>
<p>Remuneration received from the Company in the Financial Year 2024-25.</p>	<p>Nil</p>
<p>Terms and Conditions of appointment / re-appointment</p>	<p>As per draft letter of appointment of Ms. Bhumika Batra.</p>
<p>Details of remuneration sought to be paid</p>	<ul style="list-style-type: none"> • Sitting fees for attending Board and Committee Meetings, if any, where she is a member. • Commission, as determined by the Board of Directors.
<p>Date of first appointment on the Board</p>	<p>28th June, 2025</p>



The number of Meetings of the Board attended during the Financial Year 2024-25/during the tenure of their appointment	NA
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Name of Director	Shri Mahesh Ramchand Chhabria
DIN	00166049
Date of Birth	19/04/1964
Age	61 Years
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Mahesh Ramchand Chhabria holds a Bachelor of Commerce degree from the University of Mumbai and is an Associate Member of the Institute of Chartered Accountants of India.</p> <p>He was the Managing Director at Kirloskar Industries Limited upto 31st March, 2025. He was also Non-Executive Non-Independent Director in Kirloskar Pneumatic Company Limited, Kirloskar Ferrous Industries Limited and Kirloskar Oil Engines Limited.</p> <p>In his career spanning over three decades, Shri Mahesh Chhabria has undertaken several leadership roles across private equity and investment banking firms. He was instrumental in driving business strategy & transformation, managing risks, capital allocations, new investments, mergers and acquisitions of Kirloskar Group. His belief in emerging India growth story and corporate India's global aspiration led him to join Actis, a long standing leading private equity fund as a Partner for Industrial and Healthcare investments. Prior to joining Actis, he was a Partner at 3i, another private equity fund for whom he was a Global Lead Partner for healthcare investing. Before 3i, he had a long stint of 13 years + at Enam, one of the leading investment banks in India, where he held multiple roles and in the last five years there, he was the Cohead of Investment Banking division.</p> <p>Shri Mahesh Chhabria is an Independent Director on the Board of ZF Commercial Vehicle Control System India Limited and Shoppers Stop Limited.</p>
Qualifications	Bachelor of Commerce degree from the University of Mumbai and Associate Member of the Institute of Chartered Accountants of India.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-II.</p> <p>Shri Mahesh Chhabria meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.</p>
Directorships held in Companies	<p>Listed Companies</p> <ol style="list-style-type: none">1. Shoppers Stop Limited2. ZF Commercial Vehicle Control Systems India Limited
Membership / Chairmanship of Committees of Public Companies	<p>Shoppers Stop Limited</p> <p>Audit Committee – Chairman Stakeholders Relationship Committee – Member Risk Management Committee – Chairman Corporate Social Responsibility Committee – Member</p>



	ZF Commercial Vehicle Control Systems India Limited Audit Committee – Chairman Nomination and Remuneration Committee – Member Risk Management Committee – Member
Names of Listed entities from where resigned in past 3 years	Kirloskar Industries Limited Kirloskar Oil Engines Limited Kirloskar Ferrous Industries Limited Kirloskar Pneumatic Company Limited
Shareholding in the Company including shareholding as a beneficial owner	11,500 Equity Shares
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.
Remuneration received from the Company in the Financial Year 2024-25.	Nil
Terms and Conditions of appointment / re-appointment	As per draft letter of appointment of Shri Mahesh Ramchand Chhabria.
Details of remuneration sought to be paid	<ul style="list-style-type: none">• Sitting fees for attending Board and Committee Meetings, if any, where he is a member.• Commission, as determined by the Board of Directors.
Date of first appointment on the Board	28 th June, 2025
The number of Meetings of the Board attended during the Financial Year 2024-25/during the tenure of their appointment	NA



Name of Director	Shri Punit Lalbhai
DIN	05125502
Date of Birth	12/03/1982
Age	43 Years
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Punit Lalbhai received his Bachelor's degree in Conservation Biology from the University of California, Davis and Master's degree in Environmental Science from Yale University. He completed an MBA from INSEAD, France.</p> <p>Shri Lalbhai is the Vice Chairman of Arvind Limited. He is responsible for the Group's Textile, Engineering, Technical Textile and Environmental businesses. He has driven the Arvind's entry and growth in technical textiles and advanced materials, which has become its fastest growing segment. He has also been involved with the growth of Anup Engineering – a capital goods manufacturing company – and that of Arvind Envisol – an upcoming waste-water treatment company.</p> <p>He also serves as the Chairman of the CII Committee on Technical Textiles and is a governing council of ATIRA. He has served on several international boards that drive thought leadership in environmental sustainability. He was part of the inaugural board of the Sustainable Apparel Coalition, serves on the board of the Organic Cotton Accelerator and is the current Chairman of the Apparel Impact Institute.</p> <p>Shri Lalbhai is active in the Ahmedabad Education Society and is on the boards of both Ahmedabad University and CEPT University.</p>
Qualifications	Bachelors' degree in conservation Biology from University of California, Davis; a Masters degree in Environmental Science from Yale University; and MBA from INSTEAD, France.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-II.</p> <p>Shri Punit Lalbhai meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.</p>
Directorships held in Companies	<p>Listed Companies</p> <p>Arvind Limited The Anup Engineering Limited Arvind Fashions Limited Deepak Nitrite Limited</p> <p>Unlisted Companies</p> <p>Arvind PD Composites Private Limited Arvind OG Nonwovens Private Limited Arvind Envisol Limited Purfi Arvind Manufacturing India Private Limited</p>



<p>Membership / Chairmanship of Committees of Public Companies</p>	<p>Arvind Limited Corporate Social Responsibility Committee- Chairman Risk Management Committee – Member Environment, Sustainability and Governance Committee- Chairman</p> <p>The Anup Engineering Limited Nomination and Remuneration Committee - Member Stakeholder’s Relationship Committee - Chairman Corporate Social Responsibility Committee – Chairman Risk Management Committee – Chairman</p> <p>Deepak Nitrite Limited Corporate Social Responsibility Committee – Member Stakeholder Relationship Committee – Member Sustainability Committee – Chairman</p> <p>Arvind Fashion Limited Corporate Social Responsibility Committee – Member</p>	
<p>Names of Listed entities from where resigned in past 3 years</p>	<p>Nil</p>	
<p>Shareholding in the Company including shareholding as a beneficial owner</p>	<p>Nil</p>	
<p>Disclosure of relationships between directors inter-se.</p>	<p>Not related to any of the Directors or Key Managerial Personnel of the Company</p>	
<p>Remuneration received from the Company in the Financial Year 2024-25.</p>	<p>Sitting Fees - ₹ 2,80,000 Commission - ₹ 15,00,000 (for the financial year 2023-24 paid in the financial year 2024-25) Total - ₹ 17,80,000/-</p>	
<p>Terms and Conditions of appointment / re-appointment</p>	<p>As per draft letter of re-appointment of Shri Punit Lalbhai.</p>	
<p>Details of remuneration sought to be paid</p>	<ul style="list-style-type: none"> • Sitting fees for attending Board and Committee Meetings, if any, where he is a member. • Commission, as determined by the Board of Directors. 	
<p>Date of first appointment on the Board</p>	<p>8th August, 2022</p>	
<p>The number of Meetings of the Board attended during the Financial Year 2024-25/during the tenure of their appointment</p>	<p>No. of Board Meetings held</p> <p style="text-align: center;">4</p>	<p>No. of Board Meetings attended</p> <p style="text-align: center;">3</p>



Name of Director	Shri Vipul Shah
DIN	00174680
Date of Birth	20/10/1959
Age	65 Years
Brief Resume covering Expertise in specific functional areas and Experience	<p>Shri Vipul Shah is a Bachelor of Science in Chemical Engineering and Master of Science in Polymer Science from the University of Texas, Austin, United States.</p> <p>Shri Shah has led various leadership positions across the globe in Dow Chemical International and was the President, CEO and Chairman of Dow India and Chief Operating Officer of Reliance Industries Limited.</p> <p>In Reliance Industries Limited, he had initiated number of strategic initiatives in the petrochemical segment to leverage digital platforms, entering into advanced materials & composites and enabling circular business models to further accelerate segment's growth. With over four decades years of experience in the petrochemical and plastic polymers sector, Shri Shah has spearheaded a number of initiatives and practices to increase sustainability within the industry. Shri Shah has also served as Chairperson of the Management Committee for the Chlorine Chemistry division of the American Chemistry Council (ACC).</p>
Qualifications	Bachelor of Science in chemical engineering and Master of Science in polymer science from the University of Texas, Austin, United States.
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-II.</p> <p>Shri Vipul Shah meets with various requirements such as Industry Knowledge, Behavioural skills, attributes and competencies to use his knowledge and skills to contribute effectively to the growth of the Company, Business Strategy, Sales & Marketing, Corporate Governance, Administration, Decision making Skills, Financial & Management Skills, Technical Skills, Communication Skills, Leadership Skills, Stakeholder Relations, Risk Management Skills.</p>
Directorships held in Companies	<p>Listed Companies</p> <p>Deepak Nitrite Limited The Supreme Industries Limited</p> <p>Unlisted Companies</p> <p>Novopor Advanced Science Private Limited</p>
Membership / Chairmanship of Committees of Public Companies	<p>Deepak Nitrite Limited</p> <p>Audit Committee – Member Risk Management Committee – Member Sustainability Committee – Member Project Committee – Member</p>
Names of Listed entities from where resigned in past 3 years	Nil
Shareholding in the Company including	Nil



shareholding as a beneficial owner					
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company				
Remuneration received from the Company in the Financial Year 2024-25.	Sitting Fees - ₹ 4,20,000 Commission - ₹ 20,00,000 (for the financial year 2023-24 paid in the financial year 2024-25) Total - ₹ 24,20,000/-				
Terms and Conditions of appointment / re-appointment	As per draft letter of re-appointment of Shri Vipul Shah.				
Details of remuneration sought to be paid	<ul style="list-style-type: none">• Sitting fees for attending Board and Committee Meetings, if any, where he is a member.• Commission, as determined by the Board of Directors.				
Date of first appointment on the Board	8 th August, 2022				
The number of Meetings of the Board attended during the Financial Year 2024-25/during the tenure of their appointment	<table border="1"><thead><tr><th>No. of Board Meetings held</th><th>No. of Board Meetings attended</th></tr></thead><tbody><tr><td>4</td><td>4</td></tr></tbody></table>	No. of Board Meetings held	No. of Board Meetings attended	4	4
No. of Board Meetings held	No. of Board Meetings attended				
4	4				



Annexure – II to the Notice

A. Industry Knowledge:
- Knowledge of Company's Business.
- Policies and Culture.
- Major Risks/Threats and Potential Opportunities.
- Knowledge of the Industry in which Company operates.
B. Behavioral Competencies / Personal Attributes:
- Behavioral skills, attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company.
C. Strategic Expertise:
- Business Strategy
- Sales & Marketing
- Corporate Governance
- Forex Management
- Administration
- Decision Making
D. Technical Skills:
- Financial and Management Skills
- Legal Expertise
- Technical / Professional skills and specialized knowledge
E. Other Skills:
- Decision making Skills
- Communication Skills
- Leadership Skills